

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 29, 2013

NEOSTEM, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33650
(Commission
File Number)

22-2343568
(IRS Employer
Identification No.)

420 Lexington Avenue, Suite 350, New York, New York 10170
(Address of Principal Executive Offices)(Zip Code)

(212) 584-4180
Registrant's Telephone Number

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

NeoStem, Inc. is currently finalizing its financial results for the three months ended March 31, 2013. While complete financial information and operating data as of and for such period are not available, our management preliminarily estimates that for the three months ended March 31, 2013, we will report revenues of approximately \$2.5 million and a loss from continuing operations of approximately \$8.9 million. Management also estimates cash of approximately \$9.3 million at March 31, 2013. There were 170,278,731 shares of common stock outstanding at March 31, 2013.

These estimates are preliminary and may change. Our auditors and we have not completed our normal quarterly review procedures for the quarter ended March 31, 2013, and there can be no assurance that our final results for this quarter will not differ from these estimates, including as a result of quarter-end closing procedures or review adjustments, and such changes could be material. These estimates should not be viewed as a substitute for full interim financial statements prepared in accordance with GAAP or as a measure of our performance.

Item 8.01. Other Events.

On April 29, 2013, NeoStem issued a press release announcing a new services agreement with Sentien Biotechnologies, Inc. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. On April 29, 2013, NeoStem also issued a press release announcing its intention to offer shares of its common stock in an underwritten public offering. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Forward Looking Statements:

This Current Report on Form 8-K, including Exhibit 99.1 hereto, contains “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically preceded by words such as “believes,” “expects,” “anticipates,” “intends,” “will,” “may,” “should,” or similar expressions, although some forward-looking statements are expressed differently. Forward-looking statements represent the Company’s management judgment regarding future events. Although the Company believes the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. All statements other than the statements of historical fact included in this Current Report on Form 8-K are forward-looking statements. The Company cannot guarantee the accuracy of the forward-looking statements, and you should be aware that the Company’s actual results could differ materially from those contained in the forward-looking statements due to a number of factors including, but not limited to, factors identified from time to time in the Company’s periodic filings with the SEC, including the Company’s Annual Report on Form 10-K for the year ended December 31, 2012, and other factors identified from time to time in the Company’s periodic filings with the SEC. NeoStem does not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Press Release of NeoStem, Inc. dated April 29, 2013 re: services agreement.
99.2	Press Release of NeoStem, Inc. dated April 29, 2013 re: public offering.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEOSTEM, INC.

By: /s/ Catherine M. Vaczy
Name: Catherine M. Vaczy, Esq.
Title: Vice President and General Counsel

Dated: April 29, 2013

NeoStem's Subsidiary, Progenitor Cell Therapy, Enters Into a Services Agreement With Sentien Biotechnologies, Inc.

ALLENDALE, N.J., April 29, 2013 (GLOBE NEWSWIRE) -- NeoStem, Inc. (NYSE MKT:NBS) and its subsidiary, Progenitor Cell Therapy LLC ("PCT"), announced today the execution of a Services Agreement with Sentien Biotechnologies, Inc. ("Sentien") under which PCT will provide services to support Sentien's development of its cell therapy product, including technology transfer, staff training, and manufacturing.

Sentien is developing an allogeneic cell therapy product consisting of bone marrow derived mesenchymal stem cells seeded onto a medical device for critical care indications. Sentien has engaged PCT for manufacture of the final formulation of its cell therapy product and intends to transfer and implement Sentien's master cell bank, product working cell bank and product manufacturing processes to PCT. These cell banks will be prepared according to Good Manufacturing Practices ("GMP") guidelines and implemented by PCT to create a cell therapy product for Sentien's Investigational New Drug ("IND") submission to the FDA. Upon obtaining an IND, Sentien intends to have PCT manufacture GMP compliant grade materials to support Sentien's Phase I clinical trial.

"We are excited to enter into this agreement with Sentien, an innovator for acute organ failure," said Robert A. Preti, PhD, President and Chief Scientific Officer of PCT. PCT is an internationally recognized contract development and manufacturing organization with facilities in Allendale, New Jersey and Mountain View, California. The company has expertise in GMP manufacture for cell therapies, including dendritic cells, stem cells and T cells. Notably, PCT provided manufacturing for the pivotal studies for Dendreon's Provenge®, the first cell therapy approved for cancer treatment.

About NeoStem, Inc.

NeoStem, Inc. ("NeoStem" or the "Company") is a leader in the emerging cellular therapy industry. Our business model includes the development of novel proprietary cell therapy products as well as operating a contract development and manufacturing organization ("CDMO") providing services to others in the regenerative medicine industry. The combination of a therapeutic development business and revenue-generating service provider business provides the Company with capabilities for cost effective in-house product development and immediate revenue and cash flow generation. www.neostem.com

Forward-Looking Statements for NeoStem, Inc.

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect management's current expectations, as of the date of this press release, and involve certain risks and uncertainties. Forward-looking statements include statements herein with respect to the successful execution of the Company's business strategy, including with respect to the Company's research and development and clinical evaluation efforts for cellular therapies, including with respect to AMR-001, the future of the regenerative medicine industry and the role of stem cells and cellular therapy in that industry and the Company's ability to successfully grow its contract development and manufacturing business. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors. Factors that could cause future results to materially differ from the recent results or those projected in forward-looking statements include the "Risk Factors" described in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2013 and in the Company's periodic filings with the Securities and Exchange Commission. The Company's further development is highly dependent on future medical and research developments and market acceptance, which is outside its control.

CONTACT: NeoStem
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Chairman and CEO
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Email: rsmith@neostem.com

NeoStem Announces Proposed Public Offering of Common Stock

NEW YORK, April 29, 2013 (GLOBE NEWSWIRE) -- NeoStem, Inc. (NYSE MKT: NBS) ("NeoStem" or the "Company"), a leader in the emerging cellular therapy market, today announced that it intends to offer for sale shares of its common stock in an underwritten public offering. The Company intends to use the net proceeds from this offering for working capital, including research and development of cell therapeutic product candidates, including AMR-001, expansion of business units, strategic transactions and other general corporate purposes. The offering is subject to market conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Aegis Capital Corp is acting as sole book-running manager in the offering.

The offering is being made pursuant to a shelf registration statement relating to the shares that was filed with the Securities and Exchange Commission (SEC) and declared effective on October 3, 2012. A preliminary prospectus supplement related to the offering will be filed with the SEC and will be available on the SEC's website located at www.sec.gov. Copies of the preliminary prospectus supplement and the accompanying prospectus relating to this offering may be obtained, when available, from Aegis Capital Corp, 810 7th Avenue, 18th Floor, New York, NY 10019 or via telephone at 212-813-1010 or email: prospectus@aegiscap.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

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For more information, please visit: www.neostem.com.

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