

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RimAsia Capital Partners Manager, Ltd.</u>  (Last) (First) (Middle) <u>1807 HARBOUR CENTRE</u> <u>25 HARBOUR ROAD</u>  (Street) <u>HONG KONG F4</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NeoStem, Inc. [ NBS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/17/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	09/17/2012		s		30,000 <sup>(1)</sup>	D	\$0.7052	105,306	D	
Common Stock, par value \$0.001 per share								22,409,874 <sup>(2)</sup>	I	See footnote <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These 30,000 shares are being sold pursuant to a Rule 10b5-1 Sales Plan dated August 28, 2012, adopted by RimAsia Capital Partners Manager, Ltd. ("RimAsia Manager"), which is intended to comply with Rule 10b5-1.
- Reflects 22,409,874 shares of common stock owned by RimAsia Capital Partners, L.P. ("RimAsia LP").
- Rim Asia Manager is the Fund Manager of RimAsia Capital Partners GP, L.P., a Cayman Islands exempted limited partnership ("RimAsia GP") and the Manager of RimAsia LP. RimAsia GP is the general partner of RimAsia LP. RimAsia Capital Partners GP, Ltd. ("RimAsia Ltd") is the general partner of RimAsia GP. Eric H.C. Wei, a member of the Company's board of directors, is the managing partner of RimAsia LP, an indirect partner of RimAsia GP, a director of RimAsia Ltd. and a director of RimAsia Manager. As a result, RimAsia Manager may be deemed to have sole power to vote certain of the securities held by RimAsia LP. RimAsia Manager disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

/s/ Catherine M. Vaczy, Esq.,  
Attorney-in-Fact; RimAsia  
Capital Partners Manager, Ltd. 09/18/2012  
By: Eric H.C. Wei

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.