

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): July 27, 2016

CALADRIUS BIOSCIENCES, 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.)

106 Allen Road, 4th Floor, Basking Ridge, NJ 07920

(Address of Principal Executive Offices)(Zip Code)

(908) 842-0100
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:

- 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 3.03 Material Modifications of Rights of Security Holders.

The information set forth in Item 5.03 is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

Amendment to Amended and Restated Certificate of Incorporation

On July 26, 2016, Caladrius Biosciences, Inc. (the “Company”) filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Delaware to effect a one-for-ten reverse stock split of the Company’s shares of common stock. Such amendment and ratio were previously approved by the Company’s stockholders and board of directors, respectively.

As a result of the reverse stock split, every ten shares of the Company’s pre-reverse split common stock will be combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stock holders will not be affected by the reverse stock split. Stockholders who would otherwise hold a fractional share of common stock will receive an increase to their common stock as the common stock will be rounded up to a full share. No fractional shares will be issued in connection with the reverse stock split.

The reverse stock split will be effective at 5:00 p.m., Eastern Time, on July 27, 2016, and the Company’s common stock will trade on the NASDAQ Capital Market on a post-split basis at the open of business on July 28, 2016. The Company’s post-reverse split common stock has a new CUSIP number: 128058203, but the par value and other terms of the common stock are not affected by the reverse stock split.

The Company’s transfer agent, Continental Stock Transfer & Trust Company, LLC, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for common stock for uncertificated shares of common stock.

On July 27, 2016, the Company issued a press release with respect to the reverse stock split, which is being filed as Exhibit 99.1 to this Current Report on Form 8-K. A copy of the certificate of amendment to the amended and restated certificate of incorporation is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Amendment to Amended and Restated By-laws

Effective July 27, 2016, the Company’s board of directors amended the Company’s amended and restated by-laws by amending Sections 5.2, 5.3 and 8.1 in order to accommodate issuances and transfers of uncertificated shares of the Company’s common stock.

A copy of the amendment to the amended and restated by-laws is being filed as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Caladrius Biosciences, Inc., filed with the Secretary of State of the State of Delaware on July 26, 2016
3.2	Amendment to the Amended and Restated By-laws of Caladrius Biosciences, Inc., effective as of July 27, 2016
99.1	Press Release Issued by Caladrius Biosciences, Inc. on July 27, 2016

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.

CALADRIUS BIOSCIENCES, INC.

By: /s/ David J. Mazzo

Name: David J. Mazzo, PhD

Title: Chief Executive Officer

Dated: July 27, 2016

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
CALADRIUS BIOSCIENCES, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Caladrius Biosciences, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Caladrius Biosciences, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was September 18, 1980, under the name of Fidelity Medical Services, Inc. The name of the Corporation was changed to Corniche Group Incorporated by filing a Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware on September 28, 1995. The name of the Corporation was changed to Phase III Medical Inc. by filing a Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware on July 24, 2003. The name of the Corporation was changed to NeoStem, Inc. by filing an Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on August 29, 2006. The name of the Corporation was changed to Caladrius Biosciences, Inc. by filing an Amended Certificate of Incorporation with the Secretary of State of Delaware on May 29, 2015.

2. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware. The amendment amends the Amended and Restated Certificate of Incorporation of the Corporation as follows:

Article FOURTH is hereby amended by adding a Section D which reads as follows:

"D. 1. Effective as of 5:00 P.M. eastern time, on July 27, 2016 (the "Effective Time"), the shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time are reclassified into a smaller number of shares such that each ten (10) shares of issued Common Stock immediately prior to the Effective Time is reclassified into one (1) share of Common Stock. Notwithstanding the immediately preceding sentence, no fractional shares shall be issued and, in lieu thereof, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification shall be entitled to be rounded up to the next whole share of Common Stock.

2. Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (as well as the right to receive a whole share in lieu of a fractional share of Common Stock), provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (including the right to receive a whole share in lieu of a fractional share of Common Stock)."

3. This Certificate of Amendment shall be effective July 27, 2016 at 5:00 P.M., eastern time.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer on this 26th day of July, 2016.

CALADARIUS BIOSCIENCES, INC.

By: /s/ David Mazzo
Name: David Mazzo, PhD
Title: Chief Executive Officer

**AMENDMENT TO
AMENDED AND RESTATED BY-LAWS
OF
CALADRIUS BIOSCIENCES, INC.
(a Delaware Corporation)**

(adopted effective as of July 27, 2016)

Pursuant to Article VII, Section 8.1 of the Amended and Restated By-laws (the “**By-laws**”), Section 5.2 of the By-laws, entitled “Certificates of Stock,” is hereby deleted in its entirety and replaced by the following new Section 5.2, to be entitled, “Stock Certificates; Uncertificated Stock”:

Every holder of stock in the Corporation shall be entitled to have a certificate, signed by, or in the name of the Corporation by, the chairman or Vice-chairman of the Board of Directors, or the President or a Vice-President and the Treasurer or an assistant Treasurer, or the Secretary or an assistant Secretary of the Corporation, certifying the number of shares owned by such holder in the Corporation, provided that the Board of Directors of the Corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue. Each certificate for shares of stock which are subject to any restriction on transfer pursuant to the certificate of incorporation, these By-Laws, applicable securities laws or any agreement among any number of shareholders or among any such holders and the Corporation shall have conspicuously noted on the face or back of such certificate either the full text of such restriction or a statement of the existence of such restriction.

Section 5.3 of the By-laws, entitled “Lost, Stolen or Destroyed Certificates,” is hereby deleted in its entirety and replaced by the following new Section 5.3, to be entitled, “Lost, Stolen or Destroyed Certificates”:

The Corporation may issue a new certificate or uncertificated shares in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed. When authorizing such issue of a new certificate or uncertificated shares, the Board of Directors or the Chief Executive Officer may, in their discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to give reasonable evidence of such loss, theft or destruction, to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed or the issuance of such new certificate or uncertificated shares.

Section 8.1 of the By-laws, entitled “By the Board of Directors,” is hereby deleted in its entirety and replaced by the following new Section 8.1, to be entitled, “By the Board of Directors”:

Except as is otherwise set forth in these By-Laws or the certificate of incorporation, these By-Laws may be altered, amended or repealed, or new By-Laws may be adopted, by the affirmative vote of a majority of the directors present at any regular or special meeting of the Board of Directors at which a quorum is present.

Caladrius Biosciences Announces 1-for-10 Reverse Split

BASKING RIDGE, N.J., July 27, 2016 (GLOBE NEWSWIRE) -- Caladrius Biosciences, Inc. (NASDAQ:CLBS) ("Caladrius" or the "Company"), a cell therapy company combining an industry-leading development and manufacturing services provider (PCT) with a select therapeutic development pipeline, announces today that as of 5:00 p.m., Eastern Time, on July 27, 2016 it will effect a 1-for-10 reverse stock split of its outstanding common stock, which will be effective for trading purposes as of the commencement of trading on Thursday, July 28, 2016. At the Annual Meeting of Stockholders held on June 22, 2016, the reverse stock split was approved by the Company's stockholders, to be effected at the Board's discretion within the approved parameters, and the specific ratio was subsequently approved by the Company's Board.

The reverse stock split is intended to increase the per share trading price of the Company's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The NASDAQ Capital Market. Trading of the Company's common stock on The NASDAQ Capital Market will continue, on a post-split basis, with the opening of the markets on Thursday, July 28, 2016, under the existing trading symbol "CLBS" and under new CUSIP number 128058203. The reverse stock split reduces the number of shares of the Company's common stock outstanding from approximately 59 million shares of common stock pre-reverse split to approximately 5.9 million shares of common stock post-reverse split.

The number of authorized shares of common stock and the par value per share will remain unchanged. As a result of the reverse stock split, every ten shares of the Company's pre-reverse split common stock will be combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stock holders will not be affected by the reverse stock split. Stockholders who would otherwise hold a fractional share of common stock will receive an increase to their common stock as the common stock will be rounded up to a full share. No fractional shares will be issued in connection with the reverse stock split. The number of outstanding options and warrants will be adjusted accordingly, with outstanding options being reduced from approximately 7.0 million to approximately 700,000 and outstanding warrants being reduced from approximately 4.6 million to approximately 460,000.

The Company's transfer agent, Continental Stock Transfer & Trust Company, LLC, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for common stock for uncertificated shares of common stock.

Additional information about the reverse stock split can be found in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission (SEC) on May 10, 2016, a copy of which is available at www.sec.gov or at the company's website at www.caladrius.com. More detailed information regarding this reverse stock split can be found in the Company's Form 8-K filed with the SEC on July 27, 2016.

"This decision has been made in consultation with investors, advisors and our Board of Directors and we believe the resulting increase in share price will broaden the appeal of our shares to investors, particularly institutional stockholders. Furthermore, the management and Board of Directors feel strongly that The NASDAQ Capital Market stock exchange is the most beneficial and appropriate exchange on which Caladrius' shares should trade and this reverse split will resolve the minimum trading price issue, allowing us to meet our continuing listing requirements,"

said David J. Mazzo, Ph.D., Chief Executive Officer of Caladrius. “We continue to execute on our goals to grow and expand the PCT business, to advance the Phase 2 T-Rex clinical trial of our T regulatory cell technology for the treatment of recent-onset type 1 diabetes to proof-of-concept in man, to monetize non-core assets and to maintain financial discipline by further reducing expenses.”

About Caladrius Biosciences

Caladrius Biosciences, Inc., through its subsidiary, PCT, is a leading development and manufacturing partner to the cell therapy industry. PCT works with its clients to overcome the fundamental challenges of cell therapy manufacturing by providing a wide range of innovative services including product and process development, GMP manufacturing, engineering and automation, cell and tissue processing, logistics, storage and distribution, as well as expert consulting and regulatory support. PCT and Hitachi Chemical Co., Ltd. have entered into a strategic global collaboration to accelerate the creation of a global commercial cell therapy development and manufacturing enterprise with deep engineering expertise. Around the core expertise of PCT, Caladrius strategically develops select product candidates, which currently includes an innovative therapy for type 1 diabetes based on a proprietary platform technology for immunomodulation. For more information, visit www.caladrius.com.

Forward Looking Statements

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. All statements other than statements of historical fact contained in this press release are forward-looking statements. 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 (“SEC”) on March 15, 2016, and in the Company’s other periodic filings with the SEC. The Company’s further development is highly dependent on, among other things, future medical and research developments and market acceptance, which are outside of its control.

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