

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 22, 2011

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 450, 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 8.01. Other Events.

On July 22, 2011, NeoStem, Inc. (“NeoStem” or the “Company”) issued a press release announcing the completion of an underwritten offering of 13,750,000 units at a purchase price of \$1.20 per unit, with each unit consisting of one share of common stock, par value \$0.001 (the “Common Stock”), of the Company and a warrant to purchase 0.75 of a share of Common Stock at an exercise price of \$1.45 per share (the “Offering”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Company sold securities in the Offering under the Company’s previously filed shelf registration statement on Form S-3 (333-173855), which was declared effective by the Securities and Exchange Commission on June 13, 2011.

Lazard Capital Markets LLC (“Lazard”) and JMP Securities LLC (“JMP”) acted as representatives of the underwriters named in Schedule I of that certain Underwriting Agreement, dated as of July 19, 2011, by and among the Company, Lazard, JMP and such underwriters. The Company received gross proceeds of \$16,500,000, prior to deducting underwriting discounts and offering expenses payable by the Company.

This Current Report on Form 8-K may be deemed to be solicitation material in respect of the proposed merger (the “Merger”) between the Company and Amorcyte, Inc., a Delaware corporation (“Amorcyte”) pursuant to that certain Agreement and Plan of Merger, dated as of July 13, 2011 (the “Merger Agreement”), by and among NeoStem, Amorcyte, AMO Acquisition Company I, Inc. and AMO Acquisition Company II, LLC. The directors and executive officers of each of NeoStem and Amorcyte may be deemed to be participants in the solicitation of proxies from the holders of NeoStem Common Stock in respect of the proposed Merger. Information about the directors and executive officers of NeoStem is set forth in Amendment No. 1 to NeoStem’s Annual Report on Form 10-K/A for the year ended December 31, 2010 filed with the SEC on May 2, 2011. Investors may obtain additional information regarding NeoStem and its directors and executive officers, and Amorcyte and its Board of Directors and executive officers, in connection with the proposed Merger by reading the S-4 and the prospectus/joint proxy statement contained therein, when it becomes available. The S-4 will contain a prospectus/joint proxy statement pertaining to (a) the special meeting of stockholders of NeoStem at which NeoStem’s stockholders will be asked to approve the NeoStem securities issuable in the Merger and (b) the special meeting of stockholders of Amorcyte, at which Amorcyte’s stockholders will be asked to approve the Merger Agreement and Merger.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Press release of NeoStem, Inc., dated July 22, 2011

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company 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

Title: Vice President and General Counsel

Dated: July 22, 2011

NeoStem Announces Closing of Public Offering for \$16,500,000 in Gross Proceeds

NEW YORK, July 22, 2011 /PRNewswire-FirstCall/ -- NeoStem, Inc. (NYSE Amex: NBS) ("NeoStem" or the "Company"), an international biopharmaceutical company, today announced the closing of an underwritten public offering of 13,750,000 units at \$1.20 per unit.

Each unit consists of one share of common stock and a warrant to purchase 0.75 of a share of common stock with a per share exercise price of \$1.45. Lazard Capital Markets LLC and JMP Securities LLC acted as joint bookrunners. Morgan Joseph TriArtisan LLC, Maxim Group LLC and National Securities Corporation acted as co-managers of the offering.

Gross proceeds were \$16,500,000, prior to deducting underwriting discounts and commissions and offering expenses payable by the Company. These funds will be used for working capital purposes, including research and development of cell therapeutic product candidates, expansion of business units and other general corporate purposes.

Dr. Robin L. Smith, Chairman and CEO of NeoStem stated, "This financing and recent signing of a definitive agreement to acquire Amorcyte with a Phase II-ready asset for acute myocardial infarction mark the beginning of our transition to a developer of cell therapeutics and capitalizes on our purchase of Progenitor Cell Therapy (PCT) earlier this year."

About NeoStem, Inc.

NeoStem, Inc. ("NeoStem") is engaged in the development and manufacturing of cell-based therapies. Its January, 2011 acquisition of Progenitor Cell Therapy ("PCT"), and its July 14, 2011 announcement of the signing of a merger agreement to acquire Amorcyte, Inc. ("Amorcyte"), position NeoStem to achieve its mission of capturing the paradigm shift to cell therapy.

PCT gives NeoStem not only access to a world class contract manufacturing cell therapy company but provides NeoStem a platform and expertise around the evaluation, development and regulatory requirements to develop autologous, allogeneic, immunomodulatory and vaccine-based therapeutics.

NeoStem also holds the worldwide exclusive license to VSEL(TM) Technology, which uses very small embryonic-like stem cells, shown to have several physical characteristics that are generally found in embryonic stem cells, and is pursuing the licensing of other technologies for therapeutic use. NeoStem owns 80% of Athelos Corporation, a company developing a T-cell therapeutic with potential in a range of auto-immune conditions such as graft versus host disease, asthma and diabetes. NeoStem's acquisition of Amorcyte, once the transaction is completed, will give the Company a Phase 2 asset for the treatment of Acute Myocardial Infarctions and a Phase 1 asset for Congestive Heart Failure. NeoStem will own 100% of the worldwide rights to the Amorcyte programs.

Furthermore, NeoStem is building its Chinese presence by establishing an operations lab for cell-based manufacturing in Beijing, as well as commercializing cellular therapies in China through the establishment of relationships with a network of hospitals.

NeoStem also owns a majority-interest in Suzhou Erye Pharmaceutical Company Limited, a world class manufacturing and distribution operation of generic antibiotics in China, with reported revenues of \$69 million in 2010.

<http://www.neostem.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. Forward looking statements include statements herein with respect to successful execution of the Company's strategy, including the integration of PCT's operations, the successful closing of the Amorcyte acquisition and the successful development of any cell therapeutic product, about which no assurances can be given. 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 April 6, 2011, its Prospectus Supplement dated on July 19, 2011 as well as other periodic filings made 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.

For more information, please contact:

NeoStem, Inc.
Robin Smith, CEO
Phone: +1-212-584-4174
Email: rsmith@neostem.com
Web: <http://www.neostem.com>
