

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): August 23, 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))
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Item 4.01. Changes in Registrant's Certifying Accountants.

On August 23, 2011, upon the recommendation and approval of the Audit Committee of the Board of Directors of NeoStem, Inc. ("NeoStem" or the "Company"), Grant Thornton LLP was engaged to serve as NeoStem's independent registered public accounting firm for the fiscal year ending December 31, 2011, commencing with the interim period ending September 30, 2011.

During NeoStem's fiscal years ended December 31, 2009 and December 31, 2010, and the subsequent interim period through August 23, 2011, neither NeoStem nor anyone on NeoStem's behalf consulted with Grant Thornton LLP regarding: (1) either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on NeoStem's financial statements, and Grant Thornton LLP did not provide a written report or oral advice on any accounting, auditing or financial reporting issue that Grant Thornton LLP concluded was an important factor considered by NeoStem in reaching a decision as to the accounting, auditing or financial reporting issue; or (2) any matter that was either the subject of a disagreement, as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or a "reportable event," as described in Item 304(a)(1)(v) of Regulation S-K.

A copy of NeoStem's press release dated August 23, 2011 announcing the engagement of Grant Thornton LLP is attached to this Current Report on Form 8-K as Exhibit 99.1 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's 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 the statements under "Risk Factors" contained in the Company's reports filed with the Securities and Exchange Commission (the "SEC").

Additional Information About the Merger and Where to Find It

This Current Report on Form 8-K, including Exhibit 99.1 hereto, may be deemed to be solicitation material in respect of the proposed merger (the "Merger") between the Company and Amorcyte, Inc. pursuant to the Agreement and Plan of Merger, dated as of July 13, 2011, by and among the Company, Amorcyte, Inc., Amo Acquisition Company I, Inc. and Amo Acquisition Company II, LLC (the "Merger Agreement"). The directors and officers of each of NeoStem and Amorcyte may be deemed to be participants in the solicitation of proxies from the holders of the common stock of NeoStem, par value \$0.001 per share (the "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 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 annual meeting of stockholders of NeoStem at which NeoStem's stockholders will be asked to approve the issuance of NeoStem securities in connection with the Merger and (b) the special meeting of stockholders of Amorcyte at which Amorcyte's stock holders will be asked to approve the Merger Agreement and Merger. At the appropriate time, NeoStem and Amorcyte will mail the joint proxy statement/prospectus to their stockholders. Investors and security holders are urged to read the joint proxy statement/prospectus when it becomes available because it will contain important information. You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC's website (www.sec.gov). You may also obtain these documents, free of charge, from NeoStem's website (www.neostem.com) under the tab "Investors" and then under the heading "SEC Filings."

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 23, 2011

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/ Robin L. Smith, M.D.

Name: Robin L. Smith, M.D.

Title: Chief Executive Officer

Dated: August 23, 2011

NeoStem Appoints Grant Thornton LLP as New Independent Registered Public Accounting Firm

NEW YORK, Aug. 23, 2011 /PRNewswire/ -- NeoStem, Inc. (NYSE Amex: NBS) ("NeoStem" or the "Company"), an international biopharmaceutical company with a focus on cell-based therapeutic development, announced today the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2011. Grant Thornton LLP replaces Deloitte & Touche LLP. The decision to appoint Grant Thornton LLP as its independent registered public accounting firm was approved by NeoStem's Audit Committee on August 16, 2011. Deloitte & Touche's report on NeoStem's financial statements for fiscal year 2010 did not contain any adverse opinion or disclaimer of opinion, and there have been no disagreements between the Company and Deloitte & Touche on any matter regarding accounting principles or practices, financial statement disclosure or auditing scope or procedure during the fiscal year that ended December 31, 2010 and the subsequent interim period through August 12, 2011.

"NeoStem is thrilled to be able to engage an organization such as Grant Thornton LLP, who has global reach yet an understanding of the microcap company's needs to be nimble, responsive, and knowledgeable," said Dr. Robin Smith, NeoStem's CEO and Chairman of the Board of Directors. "We feel that the engagement of Grant Thornton is consistent with our goal of maintaining top quality while achieving our objective of cost efficiency. We thank Deloitte & Touche for their service on NeoStem's behalf."

About NeoStem, Inc.

NeoStem is engaged in the development and manufacturing of cell-based therapies in the U.S. Its January, 2011 acquisition of Progenitor Cell Therapy, and its July 13, 2011 agreement to acquire Amorcyte, Inc. (which is expected to close in the fourth quarter subject to shareholder approval) position NeoStem to achieve its mission of capturing the paradigm shift to cell therapy.

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

NeoStem also holds the worldwide exclusive license to VSEL™ 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 II asset for the treatment of acute myocardial infarctions and a Phase I 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 and is 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 manufacturer and distributor of generic antibiotics in China, with reported revenues of \$69 million in 2010.

For more information on NeoStem, please visit 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 the successful execution of the Company's business and medical strategy, including with respect to the development of Amorcyte's assets and the closing of the Amorcyte acquisition which remains subject to certain customary closing conditions, about which no assurance 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 Form 8-K filed on July 14, 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:

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Web: <http://www.neostem.com>
