

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): February 18, 2010

NEOSTEM, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-10909

(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 8.01. Other Events.

On February 18, 2010, the Company issued a press release announcing the closing of its previously announced public offering of 5,000,000 shares of the Company's common stock and the exercise of the over-allotment option in full by the underwriters for an additional 750,000 shares of the Company's common stock, bringing the total shares offered to 5,750,000. The offering was priced at \$1.35 per share. Including the over-allotment, the Company expects to receive net proceeds from the offering, after underwriting discounts, commissions and expenses, of approximately \$6.9 million. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated February 18, 2010.

SIGNATURE

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

NEOSTEM, INC.

Date: February 18, 2010

By: /s/ Catherine M. Vaczy

Name: Catherine M. Vaczy

Title: Vice President and General Counsel

NeoStem Closes 5,750,000 Share Public Offering

NEW YORK, Feb. 18 /PRNewswire-Asia-FirstCall/ -- NeoStem, Inc. (NYSE Amex: NBS) ("NeoStem" or the "Company"), an international biopharmaceutical company with operations in the U.S. and China, announced today the closing of its previously announced 5,000,000 share public offering and the exercise of the over-allotment option in full by the underwriters for an additional 750,000 shares of the Company's common stock, bringing the total shares offered to 5,750,000. The offering was priced at \$1.35 per share. Including the over-allotment, the Company expects to receive net proceeds from the offering, after underwriting discounts, commissions and expenses, of approximately \$6.9 million.

"We are pleased to be bringing in the Chinese New Year with this milestone and look forward to the near-term relocation of our pharmaceutical operations in China and launch of our stem cell therapies in China while we continue with our other stem cell initiatives in the U.S.," said Robin Smith, M.D., Chairman and CEO of NeoStem. "We are appreciative of the continued support of our existing investors as well as the additional support of new investors."

Roth Capital Partners, LLC served as sole book-running manager and Maxim Group and Gilford Securities acted as co-managers for the offering. Copies of the final prospectus relating to the offering may be obtained from Roth Capital Partners, LLC at 24 Corporate Plaza Drive, Newport Beach, CA 92660 or by telephone (800) 678-9147.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company and there shall not be any sale of any such securities in a State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such State.

About NeoStem, Inc.

NeoStem, Inc. is engaged in the development of stem cell-based therapies, pursuit of anti-aging initiatives and building of a network of adult stem cell collection centers in the U.S. and China that are focused on enabling people to donate and store their own (autologous) stem cells for their personal use in times of future medical need. The Company is also the licensee of various stem cell technologies, including a 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's majority-controlled Chinese pharmaceutical operation, Suzhou Erye, manufactures and distributes generic antibiotics in China. For more information, please visit: <http://www.neostem.com/>.

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