

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): November 19, 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))
-

Item 8.01. Other Events.

On November 22, 2010, NeoStem, Inc. ("NeoStem" or the "Company") issued a press release announcing the completion of the following concurrent offerings: (i) an underwritten offering of 6,337,980 common stock units (the "common stock offering") at a purchase price of \$1.45 per unit, with each unit consisting of one share of common stock par value \$0.001 and a warrant to purchase 0.5 of a share of common stock with an exercise price of \$1.85 per share, and (ii) a registered direct offering of 10,582,011 preferred stock units (the "preferred stock offering") at a purchase price of \$0.945 per unit, with each unit consisting of one share of Series E 7% Senior Convertible Preferred Stock, par value \$0.01 per share, convertible at \$2.0004, maturing May 20, 2013; a warrant to purchase 0.25 of a share of common stock with an exercise price of \$2.0874 per share; and 0.0155 of a share of common stock. The offerings were completed on November 19, 2010. 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 concurrent common stock offering and preferred stock offering under the Company's previously filed shelf registration statement which was declared effective by the Securities and Exchange Commission on May 11, 2010.

Cowen and Company, LLC acted as sole book-running manager and Maxim Group LLC and National Securities Corporation acted as co-managers for the common stock offering. Cowen and Company, LLC and LifeTech Capital, a Division of Aurora Capital, LLC, acted as co-placement agents for the preferred stock offering. The Company received gross proceeds of \$19,190,071, prior to deducting underwriting discounts of an aggregate of \$689,255, placement agent commissions of an aggregate of \$750,000 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 Progenitor Cell Therapy, LLC, a Delaware limited liability company ("PCT") pursuant to the merger agreement dated September 23, 2010 (the "Merger Agreement"), by and among NeoStem, PCT and NBS Acquisition Company LLC, a newly formed wholly-owned subsidiary of NeoStem. The directors and executive officers of each of NeoStem and PCT may be deemed to be participants in the solicitation of proxies from the holders of NeoStem common stock in respect of the proposed transaction. Information about the directors and executive officers of NeoStem is set forth in NeoStem's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 30, 2010 in connection with its June 2010 Annual Meeting of Stockholders. Investors may obtain additional information regarding NeoStem and its directors and executive officers, and PCT and its Board of Managers 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 members of PCT at which PCT's members 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 November 22, 2010
------	---

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: November 23, 2010

NeoStem Announces Closing of Concurrent Offerings for \$19 Million in Gross Proceeds

Press Release Source: NeoStem, Inc. On Monday November 22, 2010, 4:58 pm EST

NEW YORK, Nov. 22, 2010 /PRNewswire-FirstCall/ -- NeoStem, Inc. (NYSE Amex: NBS) ("NeoStem" or the "Company"), an international biopharmaceutical company with product and service revenues, global research and development capabilities and operations in three distinct business units, U.S. adult stem cells, China adult stem cells, and China pharmaceuticals, today announced the closing of concurrent offerings.

An underwritten registered offering of 6,337,980 common units at \$1.45 per unit. Each unit consists of one share of common stock and a warrant to purchase 0.5 of a share of common stock with a per share exercise price of \$1.85. Cowen and Company, LLC acted as sole book-running manager and Maxim Group LLC and National Securities Corporation acted as co-managers for this offering.

A registered direct offering of 10,582,011 preferred units. Each unit consists of one share of series E 7% senior convertible preferred stock convertible at \$2.0004, maturing May 20, 2013, a warrant to purchase 0.25 of a share of common stock with a per share exercise price of \$2.0874 and 0.0155 shares of common stock. Cowen and Company, LLC and LifeTech Capital, a Division of Aurora Capital, LLC, acted as co-placement agents for this offering.

From the two offerings, which ran concurrently, the company received \$19,190,071 in gross proceeds, prior to deducting underwriting discounts and commissions, placement agent fees and offering expenses payable by the company.

"These funds will give NeoStem the ability to proceed with its acquisition of Progenitor Cell Therapy LLC, and focus on growing the cord blood and adult stem cell banking, cellular manufacturing and therapeutic business, as well as expand our businesses in Asia and other countries," said Dr. Robin Smith, Chief Executive Officer of NeoStem, Inc. "Additionally, the company will be able to continue the development of its proprietary intellectual property and acquire new technology and we look forward to sharing our progress with respect to these initiatives over the upcoming year. \$2,500,000 of the proceeds will be placed in escrow pursuant to the terms of the offering," Dr. Smith added.

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 also has licensed various stem cell technologies, including a 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's majority-controlled Chinese pharmaceutical operation, Suzhou Erye, manufactures and distributes generic antibiotics in China. For more information, please visit: <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 the successful execution of the Company's strategy, accelerating Erye's sales growth in 2010 and successful transfer of Erye's production lines to the new facility, growth in revenues from the Company's China operations, as well as other advances in the Company's business, 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 March 31, 2010 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>