

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): April 18, 2014

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 350, 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:

- 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 7.01 Regulation FD Disclosure.

NeoStem, Inc. intends, from time to time, to present and/or distribute to the investment community and utilize at various industry and other conferences a slide presentation. The slide presentation is accessible on NeoStem's website at www.neostem.com and is attached hereto as Exhibit 99.1. NeoStem undertakes no obligation to update, supplement or amend the materials attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by reference in such a filing.

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 that 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 statement other than statements of historical fact included in the 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.

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

Exhibit No.	Description
99.1	Slide presentation of NeoStem, Inc. dated April 2014*

*Exhibit 99.1 is furnished as part of this Current Report on Form 8-K.

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/ Catherine M. Vaczy
Name: Catherine M. Vaczy, Esq.
Title: Vice President and General Counsel

Dated: April 18, 2014



**INVESTOR
PRESENTATION**

NASDAQ: NBS
APRIL 2014



TRANSFORMING MEDICINE

FORWARD-LOOKING STATEMENTS



This presentation includes "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, as well as historical information. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from anticipated results, performance or achievements expressed or implied by such forward-looking statements. When used in this presentation, statements that are not statements of current or historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "plan," "intend," "may," "will," "expect," "believe," "could," "anticipate," "estimate," or "continue" or similar expressions or other variations or comparable terminology are intended to identify such forward-looking statements, although some forward-looking statements are expressed differently. Additionally, statements regarding the future of the regenerative medicine industry and the role of stem cells and cellular therapy in that future, our ability to successfully develop and grow our business, including with regard to our research and development and clinical evaluation efforts and future marketing and sales in respect of product candidate in our CD34 Cell Program, our T Regulatory Cell Program and other cell therapies and the marketing, performance and planned expansion of our contract development and manufacturing business are forward looking statements. Our future operating results are dependent upon many factors and our further development is highly dependent on future medical and research developments and market acceptance, which is outside our control.

On April 11, 2014 the Company entered into an Agreement and Plan of Merger (the "CSC Merger Agreement") with California Stem Cell, Inc. ("CSC"), which provides, subject to the satisfaction of certain conditions, for NeoStem's acquisition of CSC (the "CSC Acquisition"). CSC is focused on a platform cancer technology which has been approved to enter into a Phase III clinical trial, with Special Protocol Assessment (SPA) and Fast Track and Orphan Drug designation, in metastatic melanoma. This presentation assumes the closing of the CSC Acquisition and includes a discussion of CSC's business. All statements in this presentation with respect to cancer therapies and the development of a Targeted Immunotherapy Program relate to the CSC business. Forward-looking statements in this presentation include all statements related to the closing of the CSC Acquisition and NeoStem's development of CSC's technology following any such closing. Factors related to the proposed CSC Acquisition that might cause actual results to differ materially from those expressed in forward-looking statements include, but are not limited to, costs related to the CSC Acquisition; NeoStem's or CSC's inability to satisfy the conditions of the CSC Merger Agreement; the inability to integrate NeoStem's and CSC's businesses successfully; among other factors.

Forward-looking statements, including with respect to the successful execution of the Company's strategy, may not be realized due to a variety of factors and we cannot guarantee their accuracy or that our expectations about future events will prove to be correct. Such factors include, without limitation, (i) our ability to manage our business despite operating losses and cash outflows; (ii) our ability to obtain sufficient capital or strategic business arrangements to fund our operations and expansion plans, including meeting our financial obligations under various licensing and other strategic arrangements, the funding of our development programs for our CD34 Cell Program and our T Regulatory Cell Program, and the commercialization of the relevant technology; (iii) our ability to build and maintain the management and human resources infrastructure necessary to support the growth of our business; (iv) our ability to integrate our acquired businesses successfully and grow such acquired businesses as anticipated, including expanding our PCT business internationally; (v) whether a large global market is established for our cellular-based products and services and our ability to capture a meaningful share of this market; (vi) competitive factors and developments beyond our control; (vii) scientific and medical developments beyond our control; (viii) our ability to obtain and maintain, as applicable, appropriate governmental licenses, accreditations or certifications or comply with healthcare laws and regulations or any other adverse effect or limitations caused by government regulation of our business; (ix) whether any of our current or future patent applications result in issued patents, the scope of those patents and our ability to obtain and maintain other rights to technology required or desirable for the conduct of our business; (x) whether any potential strategic benefits of various licensing transactions will be realized and whether any potential benefits from the acquisition of these licensed technologies will be realized; (xi) the results of our development activities, including the results of our PreSERVE Phase 2 clinical trial of AMR-001 and planned clinical trials; (xii) our ability to complete our planned clinical trials (or initiate future trials) in accordance with our estimated timelines due to delays associated with enrolling patients due to the novelty of the treatment, the size of the patient population and the need of patients to meet the inclusion criteria of the trial or otherwise; (xiii) the prospects of entering into additional license agreements, or other forms of cooperation with other companies and/or medical institutions and (xiv) the other factors discussed in "Risk Factors" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("the SEC") on March 13, 2014 and elsewhere in this presentation and in the Company's other periodic filings with the SEC which are available for review at www.sec.gov under "Search for Company Filings."

All forward-looking statements attributable to us are expressly qualified in their entirety by these and other factors. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, the Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.



CELL THERAPY

Using cells to prevent or treat disease and modulate the immune system

Holds the promise to dramatically transform the course of medicine

Improve clinical outcomes

Reduce overall healthcare costs

ABOUT NEOSTEM

Leader in the emerging cellular therapy industry developing novel proprietary cell therapy products as well as generating revenue through a contract development and manufacturing organization that we believe will benefit from the growth of this industry

- Integrated entity with platform technologies, a strong pipeline, and a revenue-generating contract development and manufacturing service business
- Expanding into cancer immunotherapies
- Over \$46M in cash as of December 31, 2013 (additional \$6.9M net proceeds raised through warrant and option exercises and issuance of stock through February 28, 2014)
- Headquarters in New York City
- GMP-compliant facilities in Allendale, NJ; Mountain View, CA; and Irvine, CA*
- 108 employees as of December 31, 2013

* Irvine, CA facility is pending closing of acquisition of California Stem Cell, Inc.



ACQUISITION OF CALIFORNIA STEM CELL, INC. (CSC)



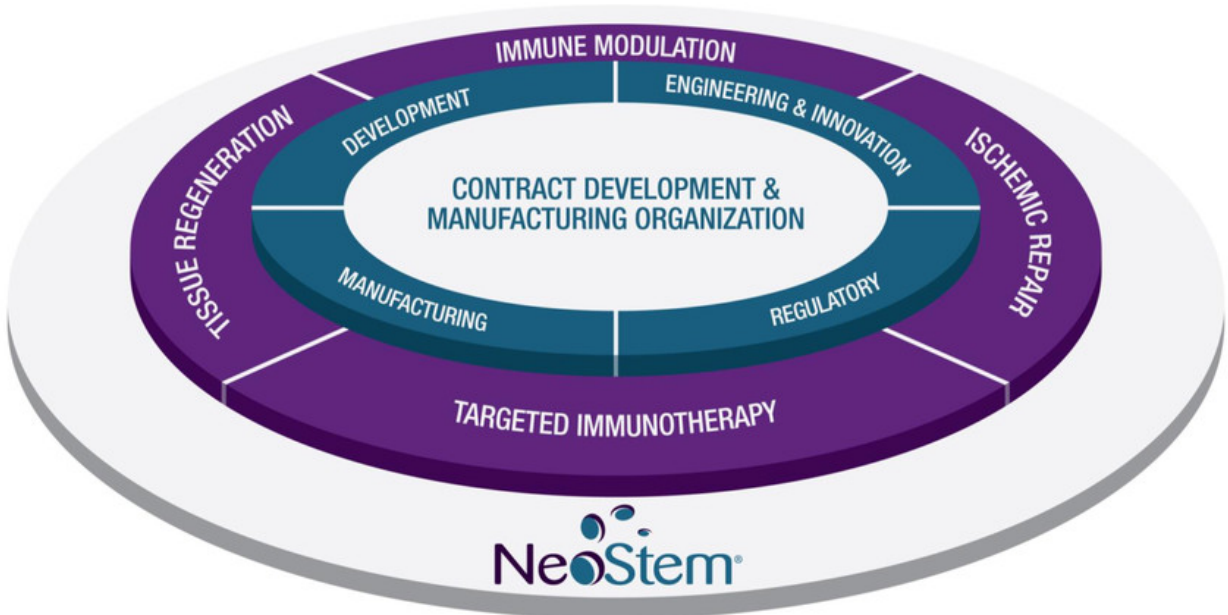
- Merger agreement signed April 11, 2014
- Requisite number of CSC stockholders have consented to adoption of the merger
- Closing anticipated May 2014, subject to satisfaction of closing conditions
- This presentation assumes the closing of the CSC acquisition and includes a discussion of CSC's business
- Terms of the transaction:
 - ▶ Issuance of up to 5.33 million shares of NeoStem common stock, restricted and subject to a holding period, in exchange for all CSC membership interests
 - ▶ CSC shareholders eligible for additional milestone and royalty payments of up to \$90 million payable in cash or shares of common stock at Company's discretion



NEOSTEM HAS AN INTEGRATED BUSINESS MODEL



Therapeutic development around a significant IP portfolio and a revenue-generating service business allows for cost effective in-house product development and immediate revenue



DEVELOPMENT HIGHLIGHTS: MULTIPLE PLATFORM TECHNOLOGIES



DEVELOPING A PORTFOLIO OF CELL THERAPY PRODUCTS THAT LEVERAGES THE BODY'S NATURAL ABILITY TO HEAL AND FIGHT DISEASE

- CANCER – TARGETED IMMUNOTHERAPY PROGRAM*
- ISCHEMIC REPAIR – CD34 CELL PROGRAM
- IMMUNE MODULATION – T REGULATORY CELL PROGRAM
- TISSUE REGENERATION – VSEL™ TECHNOLOGY AND DERMATOLOGY PROGRAM*



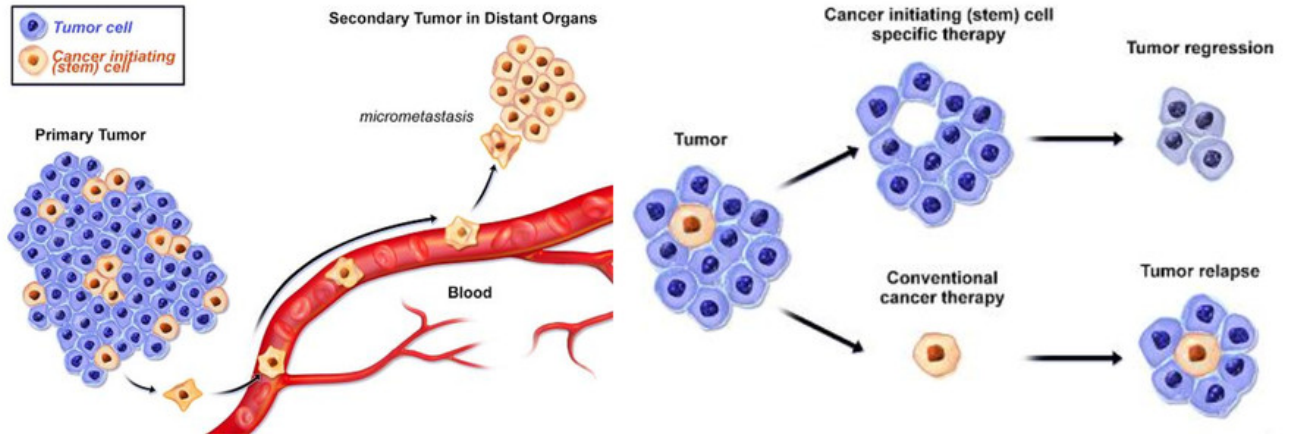
* Program subject to closing of acquisition of California Stem Cell, Inc.



TARGETED IMMUNOTHERAPY PROGRAM RATIONALE



Cancer initiating (stem) cells* can move through the blood stream to form new metastasis and grow to form new tumors



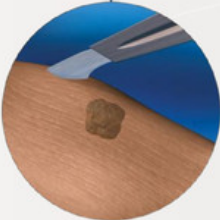
- Cancer initiating (stem) cells isolated from patient tumor provide potent signature antigens to educate and direct the immune system
- Immunotherapy product uniquely targets the patient's cancer initiating (stem) cells, which are otherwise capable of reconstituting the tumor
- Therapies that fail to target cancer initiating (stem) cells are not likely to prevent recurrence of tumors

* These cells are defined as invasive migratory cancer initiating cells capable of reconstituting and developing new tumors

TARGETED IMMUNOTHERAPY TREATMENT PROCESS

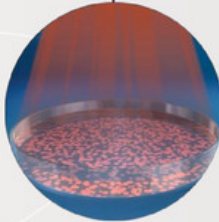


Step 1



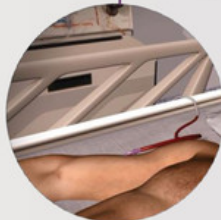
STEP 1:
Creation of the treatment begins with the surgical resection of the patient's tumor

Step 2



STEP 2:
(DAY 0 - WEEK 6)
The cancer initiating (stem) cells from the tumor are isolated, expanded, and irradiated to render them inactive

Step 3



STEP 3:
(PRIOR TO WEEK 6)
Patient undergoes leukapheresis, a standard procedure in which monocytes are extracted from circulating blood

Step 4



STEP 4: (WEEK 6)
Monocytes mature into dendritic cells, and are exposed to the irradiated cancer initiating (stem) cells, learning how to identify cancer initiating (stem) cells based on their antigen signature

Step 5



STEP 5:
(WEEK 6 - WEEK 8)
Mature, reactive dendritic cells are cryopreserved, quality controlled, then shipped to the clinical site

Step 6



STEP 6:
When convenient for the clinician, treatment begins (includes eight injections administered over the course of six months)

FEATURES OF OUR TARGETED IMMUNOTHERAPY PROGRAM



OUR IMMUNOTHERAPY

Presents the entire spectrum of patient-specific cancer initiating (stem) cells for the immune system to target

Targets the cancer initiating (stem) cells that express antigens associated with mutated cell lineages

Induce or enhance persistent T-cell immunity with activated dendritic cells

Uses autologous cancer antigen immune priming

OVERCOMES

Limited antigen targeting

Tumor mutation/escape

Weak immune response

Toxicity



FIRST TARGET INDICATION: MELANOMA



BASICS OF MELANOMA

- Most lethal form of skin cancer
- Most often caused by unrepaired DNA damage to skin cells from UV radiation
- 120,000 new cases per year in U.S.¹
- Kills an estimated 8,790 in U.S. annually²

SURVIVAL RATE

- Stage IV metastatic melanoma – 15% five-year survival rate with current therapies³

CURRENT MAJOR-MARKET* LANDSCAPE FOR MALIGNANT MELANOMA

- 111,520 newly diagnosed patients
- 2012 Total: \$950 million
- 76% of cost is spent on immunotherapies

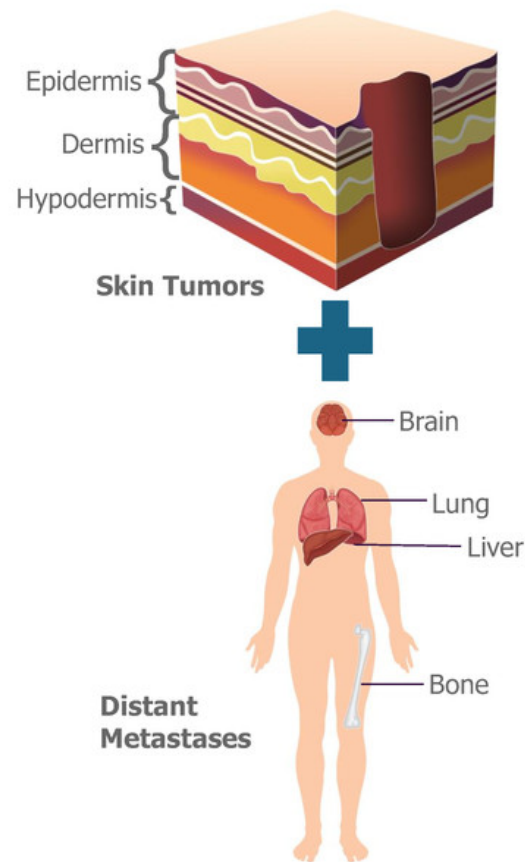
1. American Cancer Society

2. Skin Cancer Foundation

3. AJCC Cancer Staging 2010 (based on 17 academic centers)

All other data from *Decision Resources Malignant Melanoma – 2013 Report*

* U.S., Europe and Japan



OTHER THERAPEUTICS FOR MELANOMA



THERAPY	2 YR OVERALL SURVIVAL	SIDE EFFECTS	ESTIMATED COST
Proleukin (Interleukin-2) <i>Prometheus Labs</i>	25% ¹	Capillary Leak Syndrome Impaired Neutrophil Function Disseminated Infection Sepsis	>\$100,000
Yervoy (Ipilimumab) (CTLA-4 inhibitor) <i>Bristol Myers – Squibb</i>	28% ²	Enterocolitis Hepatitis Dermatitis Neuropathy Endocrinopathy GI Disorders	>\$100,000
Oral BRAF inhibitors & MEK inhibitors	28% ³	Cutaneous Malignancies Hypersensitivity Reactions Tumor Promotion in BRAF wild-type QT Prolongation Hepatotoxicity	>\$100,000
Chemotherapy	15% ⁴	Anemia Fatigue Risk of Infection Nausea/Diarrhea/Constipation	~\$50,000

1. Eton *JCO* 2002, Atkins *JCO* 2008

2. Hodi *NEJM* 2010, Robert *NEJM* 2010, Wolchok *Ann Oncol* 2013

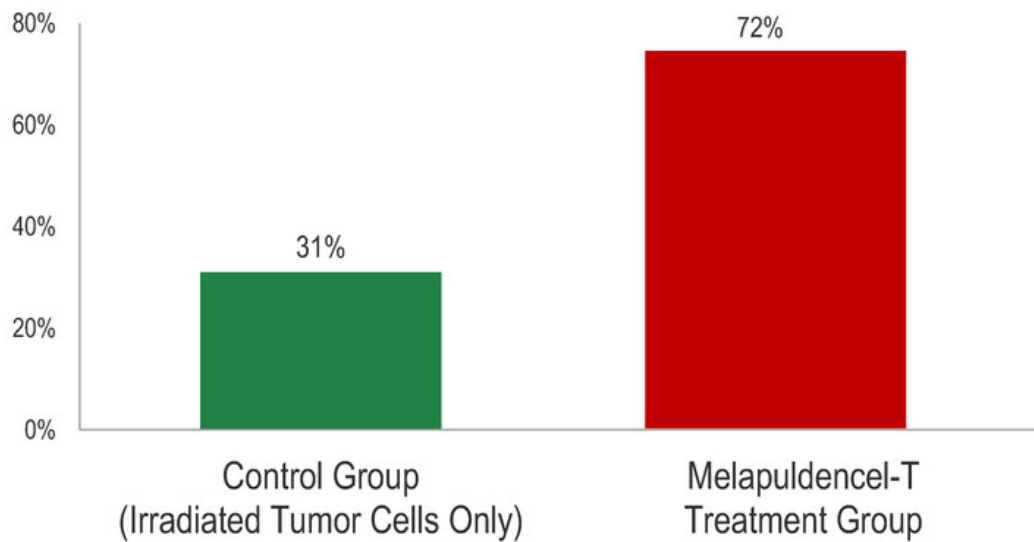
3. Estimated

4. Chapman *JCO* 1999, Middleton *JCO* 2000, Ranson *JCO* 2007, Robert *NEJM* 2011, Chapman *NEJM* 2011 (Derived from a range of 9 – 20%)

PHASE 2 RESULTS FOR MELAPULDENCEL-T



2 YEAR OVERALL SURVIVAL



- **No serious adverse events** related to immunotherapy
- Minor local injection site reactions

Dillman, et al. *Journal Immunotherapy* 2012



INTUS PHASE 3 SPECIAL PROTOCOL ASSESSMENT (SPA) STUDY DESIGN



STUDY NAME



TARGET

Patients with Stage IV or recurrent Stage III metastatic melanoma

LOCATION AND NUMBER OF SUBJECTS

United States and Europe, multicenter, 250 patients*

DESIGN

Double blind, placebo controlled, randomized (2:1)

ENDPOINT

Overall survival

TREATMENT GROUP

Melapuldencel-T (autologous dendritic cells pulsed with irradiated tumor cells in GM-CSF)

CONTROL GROUP

Autologous mononuclear cells (MC) in GM-CSF

SPECIAL PROTOCOL ASSESSMENT (SPA)

Indicates FDA is in agreement with the design, clinical endpoints and planned clinical analysis of this Phase 3 trial and could serve as the basis for a Biologics License Application



* Company may overenroll by 10%

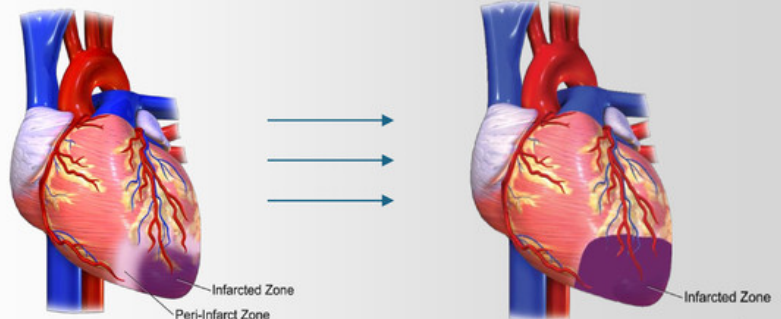
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CD34 CELL PROGRAM: ENHANCING THE BODY'S NATURAL REPAIR MECHANISM

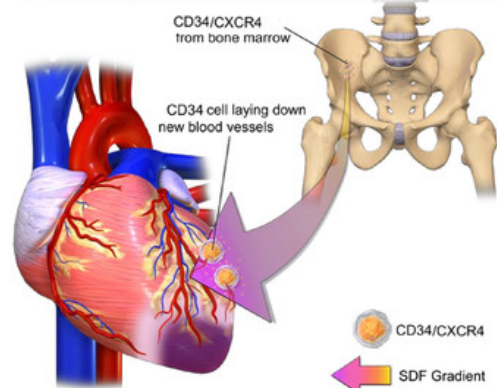


- Following a heart attack, apoptosis and progressive cardiomyocyte loss leads to infarct expansion
- ST segment Elevation MI (STEMI) patients are at a high risk of a progressive deterioration in heart muscle function that leads to worsening of heart function, morbidity and mortality
- CD34/CXCR4 cells are a natural repair mechanism
- This mechanism works the same for other areas of vascular insufficiency such as chronic heart failure

THE NATURAL PROGRESSION OF DISEASE POST-STEMI



AMR-001 BRINGS REPAIR SYSTEM TO THE HEART TO PRESERVE FUNCTION AFTER A STEMI

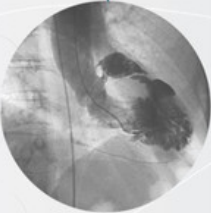


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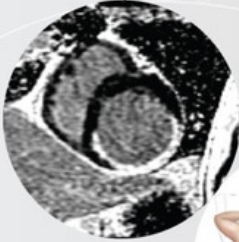
PRESERVE PHASE 2 STUDY TREATMENT PROCESS



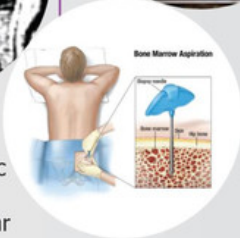
DAY 1 DAY 2 DAY 3 DAY 4 DAY 5 DAY 6 DAY 7 DAY 8 DAY 9 DAY 10 DAY 11



DAY 1:
Patient comes to emergency room with heart attack and receives stent

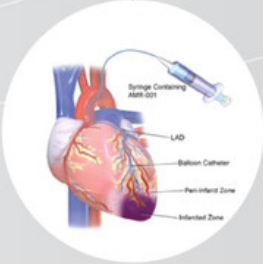


DAY 4:
Cardiac magnetic resonance to assess ventricular function



DAY 4-9:
Mini bone marrow procedure to harvest cells

DAY 5-9:
6-8 hour cell separation process to isolate CD34/CXCR4 cells



DAY 6-11:
Injection of cell therapy into the infarct-related artery

FEATURES AND BENEFITS OF AMR-001



FEATURES

- CD34/CXCR4 cells home to the viable tissue surrounding the infarcted (dead) myocardium (peri-infarct zone) after administration and persist
- Autologous cells take up residence in the peri-infarct zone, likely promoting angiogenesis (development and formation of new blood vessels)
- Cell preparation has a 72 hour shelf life and is infused into patient 5 to 11 days following an acute myocardial infarction (AMI)
 - ▶ After the pro-inflammatory “hot phase”
 - ▶ Prior to permanent scar formation

BENEFITS

- Amplifies the body’s natural repair mechanism
- Cells are not expanded – no risk of genetic mutation
- Cells are autologous – no immunogenicity risk
- Delivery where cells are needed without having to inject into myocardium
 - ▶ Safer and greater distribution

PHASE 1 RESULTS POINT TO AMR-001 POTENTIAL



DOSE RESPONSE CORRELATED WITH MOBILE CD34 CELLS

Patients dosed \geq the threshold dose of 10 million cells showed significant improvement in perfusion

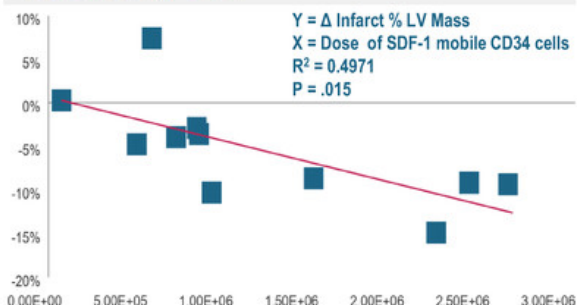
RTSS (HYPOPERFUSION)				
COHORT	BASE LINE	6 MONTHS	DELTA	% CHANGE
Control	259.0	273.5	+14.5	+5.6
5M Cells	714.2	722.0	+7.8	+1.1
10M Cells	998.6	635.8	-362.8	-36.4
15M Cells	584.0	462.0	-122.0	-20.9

DSMB DETERMINED THAT THERE WERE NO SAFETY CONCERNS THAT WARRANTED ANY ACTION

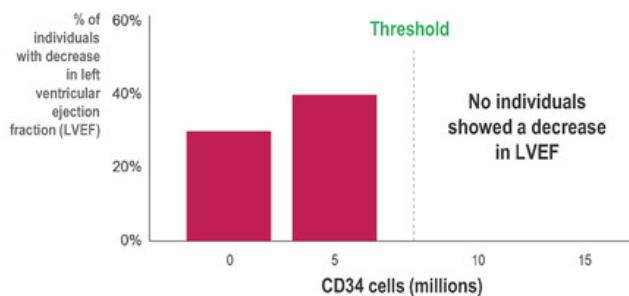
Quyyumi AmHTJ 2011 and data on file



Increasing doses of CD34/SDF-1 mobile cells reduced the size of the infarct region as measured by CMR



At threshold dose of 10 million cells or more, no individuals showed decrease in LVEF

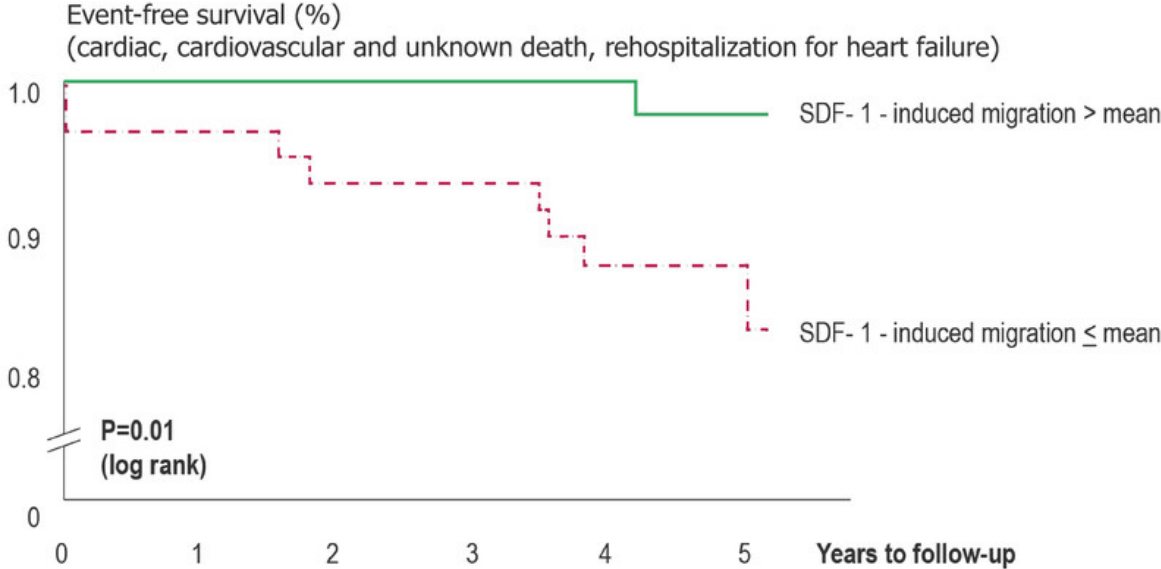


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MIGRATORY CAPACITY OF ADMINISTERED CD34 CELLS ASSOCIATED WITH EVENT-FREE SURVIVAL POST AMI



- Recently published study demonstrated administration of autologous SDF-1 migratory CD34 cells, significantly reduces cumulative incidence of major adverse clinical cardiac events following acute myocardial infarction (AMI)



Assmus, B., et al. (2014) Long-term clinical outcome after intracoronary application of bone marrow-derived mononuclear cells for acute myocardial infarction: migratory capacity of administered cells determines event-free survival. European heart journal

PRESERVE PHASE 2 STUDY: ENROLLMENT COMPLETED WITH ANTICIPATED DATA RELEASE 2H 2014



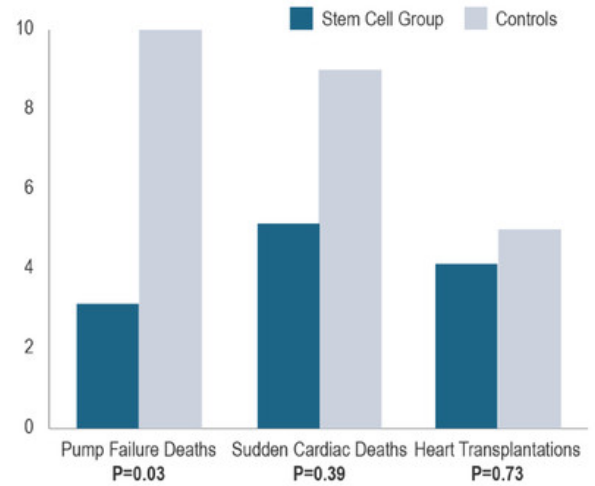
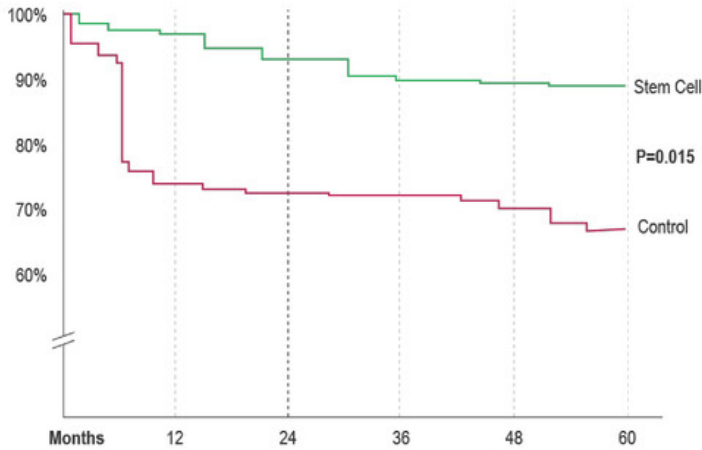
TARGET	Post-AMI patients
KEY INCLUSION CRITERIA	Confirmation of ST Elevation MI (STEMI); ejection fraction \leq 48% at day 4; state of the art care post stenting
LOCATION AND NUMBER OF SUBJECTS	United States, 60 centers, 160 patients (enrollment completed)
DESIGN	Double blind, placebo controlled, randomized (1:1)
PRIMARY ENDPOINT	Change in cardiac perfusion (RTSS by SPECT) from baseline to 6 months
OTHER ENDPOINTS	Secondary endpoints to determine preservation of cardiac function and clinical events: <ul style="list-style-type: none">■ CMR to measure LVEF, LVESV, LVEDV, regional myocardial strain, infarct/peri-infarct regional wall motion abnormalities, and infarct size (baseline and 6 months)■ Quality of Life measures: (KCCQ & SAQ)■ Reduction in cumulative MACE and other adverse clinical cardiac events at 6, 12, 18, 24, and 36 months
TREATMENT	Single dose via infarct related artery with minimum dose for release \geq 10MM CD34+ cells



RECENT DATA SUPPORTS CD34 STEM CELL THERAPY IN CHRONIC HEART FAILURE



CD34 STEM CELL THERAPY SIGNIFICANTLY IMPROVES EVENT FREE SURVIVAL AT 5 YEARS IN PATIENTS WITH DILATED CARDIOMYOPATHY



- Significant need - prevalence of over 23 million worldwide, 5.7 million US
- Therapy would enable larger distribution (not limited to mapping systems)

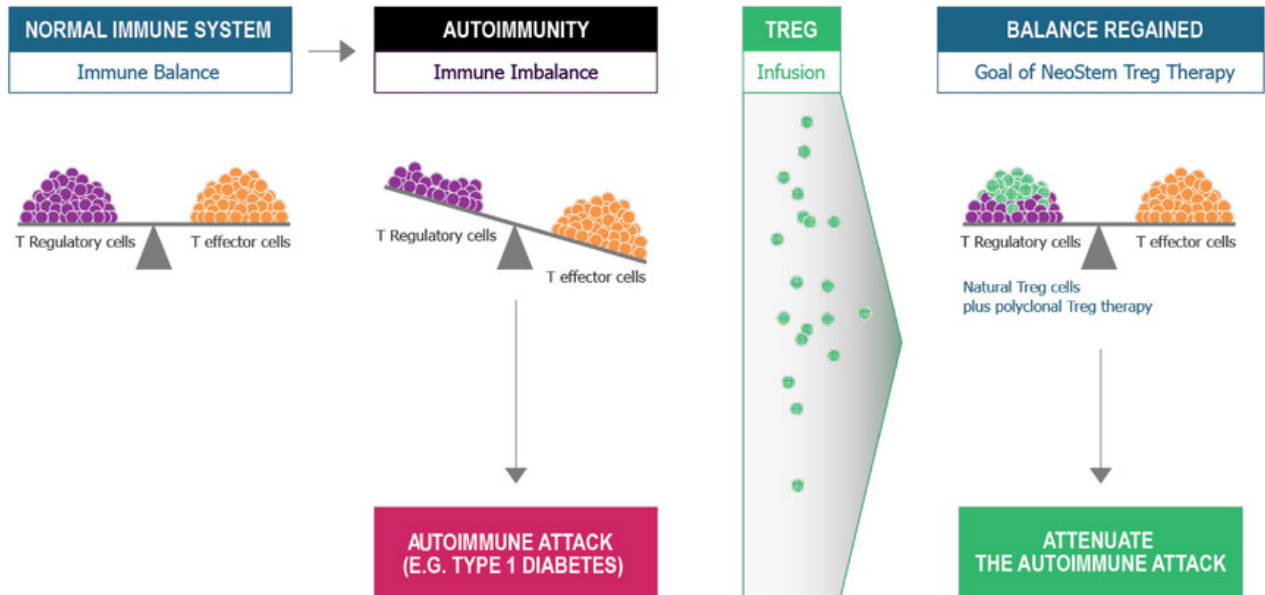
Adapted from Vrtovc et al, Circ Res published online 10/12/2012
 Note: 110 patients (open label, 55 treated with cells and 55 standard of care)



T REGULATORY CELL PROGRAM: POTENTIAL TO LIMIT AUTOIMMUNITY



TREG THERAPY REPRESENTS A NOVEL APPROACH FOR RESTORING IMMUNE BALANCE BY ENHANCING T REGULATORY CELL NUMBER AND FUNCTION¹



1. Chai, Jian-Guo et al, Journal of Immunology 2008; 180:858-869

FEATURES OF THE TREG PROGRAM



FEATURES OF TREGS:

- Natural part of immune system
- Regulate activity of T effector cells (responsible for protection from viruses and foreign antigens)
- In autoimmune disease it is thought that deficient Treg activity permits the T effector cells to attack the body's own tissues

SIGNIFICANT COLLABORATIONS:

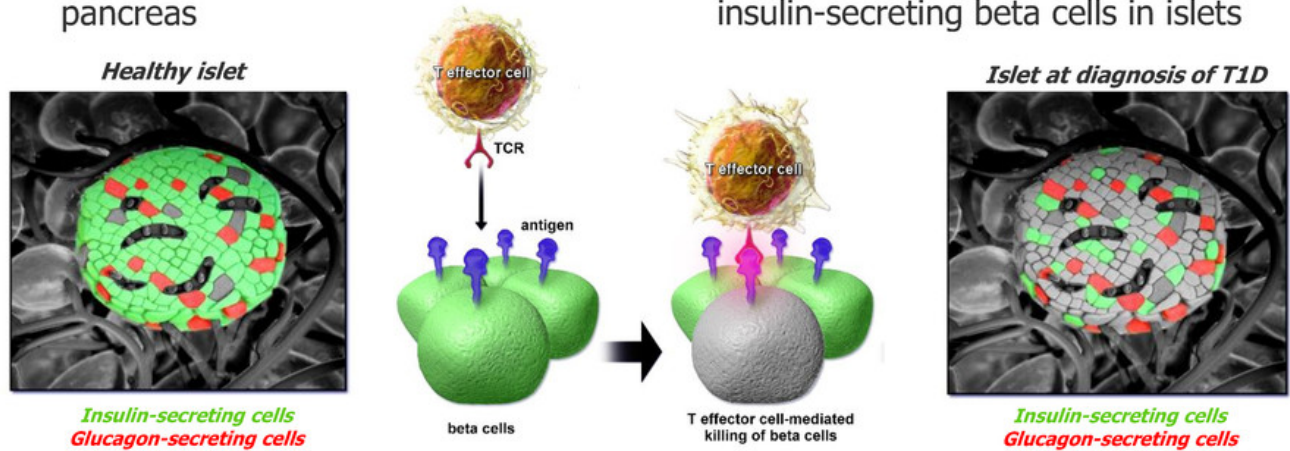
- Partnership with Becton Dickinson (11.5% program ownership)
- Accelerated development through collaboration with University of California, San Francisco and laboratory of Dr. Jeffrey Bluestone



DIABETES MELLITUS TYPE-1 (T1D)



- Also called insulin dependent diabetes or juvenile diabetes
- Affects >34 million worldwide, 1 in 300 children and more adults
- Autoimmune destruction of insulin-producing (beta cells) of the pancreas
- Diabetes is leading cause of kidney failure, new cases of adult blindness, and non-traumatic lower-limb amputations
- Results in total insulin deficiency
- At time of diagnosis, there are still insulin-secreting beta cells in islets



ECONOMIC IMPACT OF T1D



THE ECONOMIC BURDEN OF T1D IN THE U.S. IS ESTIMATED AT \$14.9 BILLION¹

- Average economic burden per person with diabetes is larger for T1D vs T2D

PREVENTION IS KEY - MEDICAL COSTS ASSOCIATED WITH T1D INCREASE SUBSTANTIALLY WITH AGE AND DURATION OF DISEASE

- Annual medical costs per person increase with age at a much faster rate for those with T1D vs T2D
- For T1D the average medical cost per case increases from ~\$4,000 for people younger than age 44 to ~\$35,000 for the population age 65 and older
- Increased utilization of institutional care in elderly T1D patients

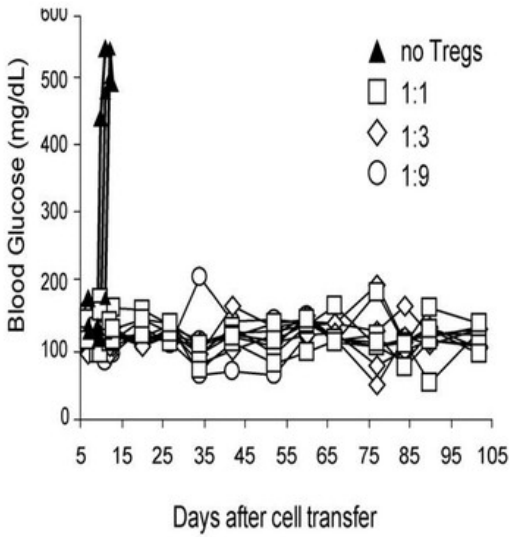
\$2 BILLION ESTIMATED MARKET SIZE FOR INSULIN SALES IN 2017

- For the T1D indication alone

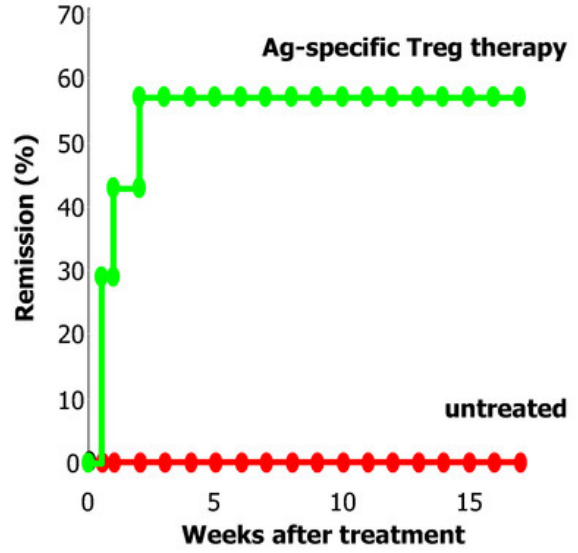
UNMET NEED FOR β -CELL PRESERVING/PREVENTATIVE TREATMENTS FOR T1D

1. Dall TM et al. Population Health Management 2009;12:103–110

TREG IMMUNOTHERAPY WORKS IN MODEL OF T1D



Tregs effectively suppress diabetes

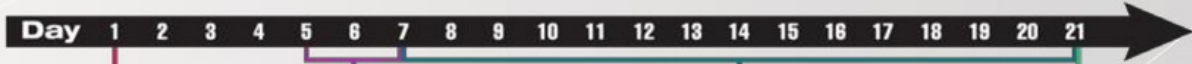


Ag-specific Tregs reverse diabetes

Tang, Bluestone, et al.



T1D TREG TREATMENT PROCESS



DAY 1:
Screening and enrollment



DAY 5-7:
Blood draw from patient

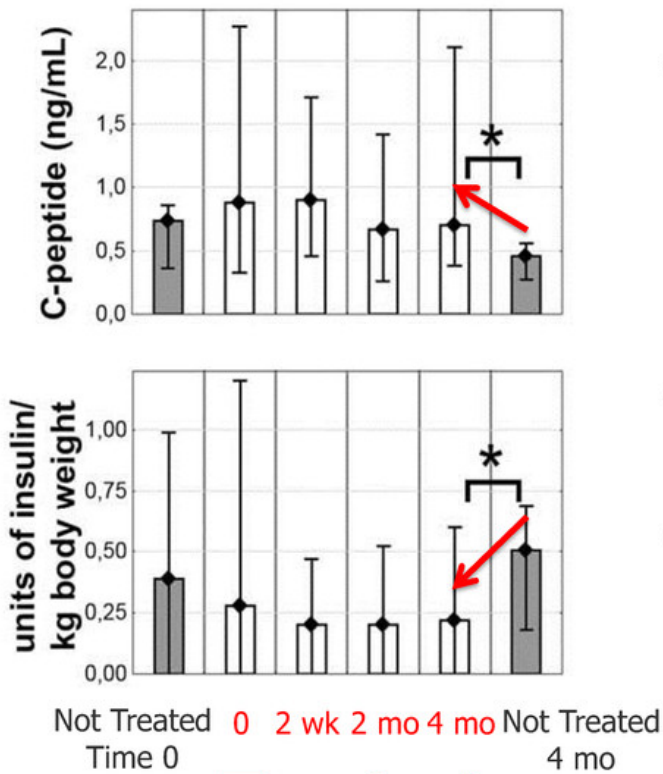


DAY 7-21:
Manufacturing including expansion



DAY 21:
Infusion of Treg therapy to patient

ADMINISTRATION OF CD4⁺CD25^{high}CD127⁻ REGULATORY T CELLS PRESERVES BETA CELL FUNCTION IN T1D IN CHILDREN*



Treated



Marek-Trzonkowska N et al. *Diabetes Care* 2012;35:1817-1820
Marek-Trzonkowska N et al. *Clinical Immunology* 2014

* Children aged 8-16 in study

NASDAQ:NBS | www.neostem.com > 27

- First human evidence of therapeutic effect of autologous Treg therapy protection of pancreatic function in new onset T1D in children
 - C-peptide levels stabilized
 - Reduction of insulin requirements
- 20% of patients able to come off of exogenous insulin four months after treatment
- One year follow-up: evidence that Treg therapy preserves function of pancreatic islets cells

MARKET OPPORTUNITY IN ASTHMA



ASTHMA

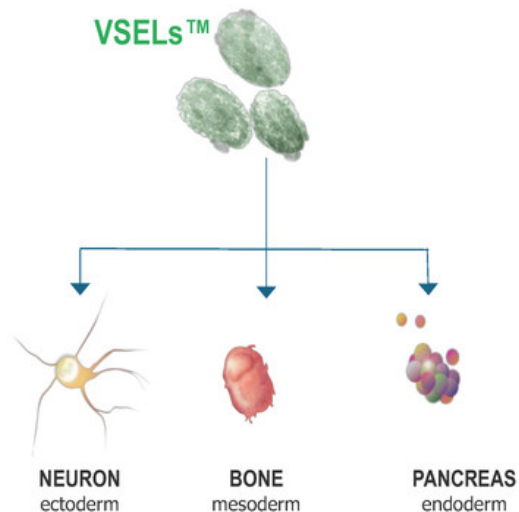
- Affects 25 million in U.S. and 300 million worldwide
- Asthma accounts for \$56 billion in annual direct and indirect health care costs in U.S.
- Steroid resistant asthma afflicts less than 5% of the total asthma population, but accounts for up to 50% of healthcare spending on asthma
- Initiating proof-of-concept study planned to initiate in 2014

TISSUE REGENERATION PROGRAMS



VSEL™ TECHNOLOGY: POTENTIAL TO REPAIR DAMAGED TISSUE

- Evaluating therapeutic potential of very small embryonic-like stem cells (VSELS™)
- Research suggests multipotency and multi-lineage differentiation into all basic cell types (mesoderm, ectoderm, endoderm)
- Exploring the development for retinal repair and the treatment of chronic wounds
- \$4.5 million of grants toward preclinical VSEL™ research



DERMATOLOGY PROGRAM*: TOPICAL PRODUCT BASED ON STEM CELL DERIVED GROWTH FACTORS

- Exploring potential for fine lines and wrinkles, psoriasis, and wound care



* Program subject to closing of acquisition of California Stem Cell, Inc.



INTELLECTUAL PROPERTY



TARGETED IMMUNOTHERAPY PROGRAM (CANCER)

- 13 pending patents with coverage including:
 - ▶ Individualized high purity carcinoma initiating (stem) cells for target indications, methods and use of same; and rapid methods to produce high purity cancer initiating (stem) cells

CD34 CELL PROGRAM (ISCHEMIC REPAIR)

- Broad and growing patent portfolio supports cardiac conditions and a broad range of other conditions caused by underlying ischemia
- Six granted or allowed U.S. and 10 OUS composition of matter and methods patents
- Patent Applications: 20 U.S. and OUS patents pending

T REGULATORY CELL PROGRAM (IMMUNE MODULATION)

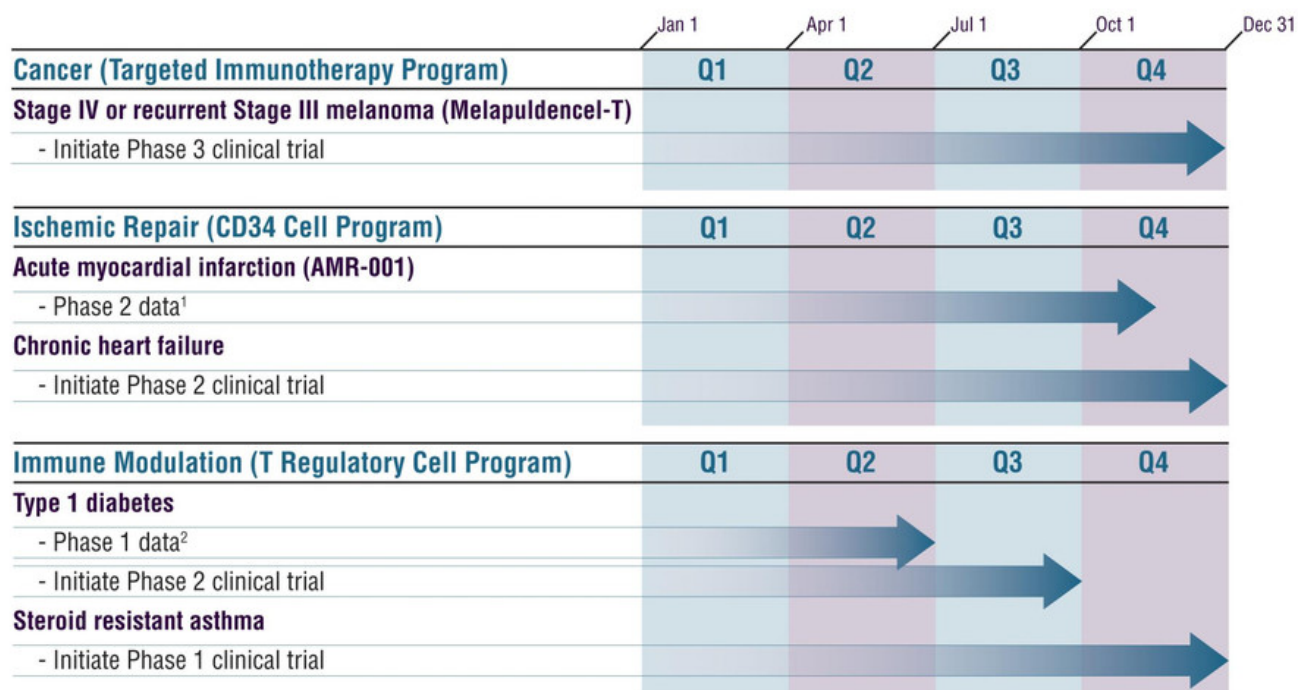
- Exclusive rights to 23 issued patents covering isolation, activation, expansion and methods of treating or preventing certain conditions and/or diseases using Tregs in U.S. and major international markets
- Includes composition of matter patents and method patents

VSEL™ TECHNOLOGY (TISSUE REGENERATION)

- In-licensed from the University of Louisville the world-wide patent rights and know-how regarding the isolation, purification and therapeutic use of very small embryonic-like (VSEL™) stem cells



2014 OUTLOOK: CLINICAL MILESTONES



1. The last patient primary endpoint follow-up for this study is expected in June followed by data lock and analysis with data available in 2H 2014.

2. It is expected that this study will be presented at the American Diabetes Association's Scientific Sessions, to be held June 13 – 17, 2014, Dr. Jeffrey Bluestone (University of California, San Francisco), the Study Director, and Dr. Kevan Herold (Yale University), the Study Principal Investigator. The data from the study has been licensed by the Company from the University of California, San Francisco, and is expected to serve as the basis for initiation of a Phase 2 study by the Company.

PCT PROVIDES OUTSOURCED MANUFACTURING CAPABILITIES TO CELL THERAPY INDUSTRY



- High quality manufacturing capabilities with 15-year track record of success
- Proven efficiencies and reduced capital investment for customers through outsourcing
- Demonstrated regulatory expertise:
 - ▶ 50+ EU and US regulatory filings;
 - ▶ All clinical trial phases including BLA submission and product approval by FDA
- Significant focus on innovation, engineering and automation
- EU product distribution requirement compliant
- Continuing to expand commercial capabilities in the U.S. and internationally (expect Europe in 2014)



ALLENDALE, NEW JERSEY (30,000 ft²)
ISO Class 7 / Class 10,000 suites
ISO Class 6 / Class 1,000 suite
Recent expansion of clean room space

MOUNTAIN VIEW, CALIFORNIA (25,000 ft²)
ISO Class 7 / Class 10,000 suites
Recent expansion of clean room space

IRVINE, CALIFORNIA (12,500 ft²)
ISO Class 7 / Class 10,000 suites
Subject to acquisition of California Stem Cell

CONTRACT MANUFACTURING IS A SIGNIFICANT OPPORTUNITY



EXAMPLES OF CONTRACT SERVICES POTENTIAL FROM CONCEPTION TO COMMERCIALIZATION*

	LOW COMPLEXITY PRODUCT	MEDIUM COMPLEXITY PRODUCT	HIGH COMPLEXITY PRODUCT
PRECLINICAL DRUG DISCOVERY CONTRACT	12 to 18 Month Engagement \$50,000 to \$250,000	12 to 24 Month Engagement \$250,000 to \$500,000	24 to 36 Month Engagement \$500,000 to \$1,000,000
PHASE 1 CLINICAL TRIAL MANUFACTURING CONTRACT	6 to 12 Month Eng. 5 to 25 Units Produced \$250,000 to \$750,000	12 to 18 Month Eng. 25 to 50 Units Produced \$625,000 to \$1,250,000	12 to 24 Month Eng. 50 to 100 Units Produced \$1,000,000 to \$2,000,000
PHASE 2 CLINICAL TRIAL MANUFACTURING CONTRACT	12 to 18 Month Eng. 25 to 50 Units Produced \$625,000 to \$1,250,000	12 to 24 Month Eng. 100 to 200 Units Produced \$2,000,000 to \$4,000,000	18 to 36 Month Eng. 200 to 400 Units Produced \$3,000,000 to \$6,000,000
PHASE 3 CLINICAL TRIAL MANUFACTURING CONTRACT	12 to 18 Month Eng. 50 to 100 Units Produced \$1,000,000 to \$2,000,000	24 to 48 Month Eng. 200 to 400 Units Produced \$3,000,000 to \$6,000,000	24 to 48 Month Eng. 400 to 1,000 Units Produced \$4,000,000 to \$10,000,000
COMMERCIAL MANUFACTURING CONTRACT	Est. Peak Annual Sales 2,500 to 5,000 Units \$38M to \$75M / Yr.	Est. Peak Annual Sales 10,000 to 25,000 Units \$80M to \$200M / Yr.	Est. Peak Annual Sales 25,000 to 50,000 Units \$125 to \$250M / Yr.

*Based on industry experience and estimated potential future commercial manufacturing in the industry



MANAGEMENT HIGHLIGHTS



Robin Smith, MD, MBA – Chief Executive Officer

- Leading NeoStem since 2006, completed five acquisitions and one divestiture; Raised over \$180 million; Extensive experience in executive & board level capacities for medical enterprises & healthcare-based entities

Robert Dickey IV, MBA – Chief Financial Officer

- Over 15 years management experience at life science companies, including cell therapy experience as CFO of StemCyte, following a career as an investment banker at Lehman Brothers

Douglas W. Losordo, MD – Chief Medical Officer

- Leader in cell therapy research and renowned cardiologist; Obtained over \$35 million in NIH funding during career-long efforts to develop novel therapeutics

Andrew L. Pecora, MD – Chief Visionary Officer

- Chief Innovations Officer at John Theurer Cancer Center at Hackensack University Medical Center; Co-founder of PCT; Significant experience in design and conduct of clinical trials

Robert A. Preti, PhD – Chief Scientific Officer, President of PCT

- Leading authority on cell engineering; Co-founder of PCT; 10 years prior experience as Director of Hematopoietic Stem Cell Processing & Research Laboratory

Hans Keirstead, PhD – President, California Stem Cell*

- 15+ years of experience; CEO of California Stem Cell prior to acquisition; Founder of Stem Cell Research Center, University of California at Irvine; Previously Professor, UCI; Previously CEO of Ability Biomedical

* To join management with closing of California Stem Cell, Inc. acquisition

Stephen W. Potter, MBA – Executive Vice President

- Biotech and pharma experience: Osiris Therapeutics (approval of Prochymal®, first-ever stem cell drug therapy), Genzyme, DuPont Pharmaceuticals, Booz Allen & Hamilton

David Altarac, MD, MPA – VP, Regulatory Affairs

- Extensive experience in U.S. and global regulatory affairs, including strategy, operations, labeling and departmental leadership; 13 year tenure at Merck

Robert Dillman, MD – VP, Oncology*

- CMO of California Stem Cell prior to acquisition; Executive Medical Director of the Hoag Hospital Institute for Research and Education and Clinical Professor of Medicine at UC Irvine

Adel Nada, MD – VP, Immunotherapy

- Formerly Senior Medical Director, Cardiovascular Cell Therapies at Baxter Healthcare; Led Clinical Pharmacology Medical Dept. at Abbott Laboratories

Jonathan Sackner-Bernstein, MD – VP, Clinical Development & New Technologies

- Formerly FDA Assoc. Center Director for Innovation and Technology; At FDA launched innovation initiative; Established inter-agency relationship between FDA and DARPA

Catherine M. Vaczy, Esq. – General Counsel

- Senior business executive and counsel with 20+ years of leadership experience in the biotech industry; Former senior executive at ImClone Systems (\$1 billion co-development deal in oncology forged with Bristol-Myers Squibb)

BOARD OF DIRECTORS



Robin Smith, MD, MBA

Chairman of the Board

- MD – Yale; MBA – The Wharton School
- Formerly President & CEO IP2M, EVP & CMO HealthHelp
- Experience - Trustee of NYU Medical Center; Chairman of the Board of NYU Hospital for Joint Diseases (through November 2009) and Chairman of Stem for Life Foundation

Richard Berman

Independent Director

- BS and MBA – NYU; JD – Boston College
- Over 35 years of venture capital, management, M&A experience
- Experience – Current Board of Directors of Apricus Biosciences, Easylink Services International, Inc., Advaxis, Inc., Broadcaster, Inc., National Investment Managers

Drew Bernstein, CPA

Independent Director

- BS – University of Maryland Business School
- Licensed in State of New York; member AICPA, NYSSCPA and NSA
- Experience – Bernstein & Pinchuk LLP (member of BDO Seidman Alliance); PRC auditing; 200+ real estate transactions with \$3B+ aggregate value; accountant and business advisor

Martyn Greenacre, MBA

Independent Director

- BA – Harvard College; MBA – Harvard Business School
- Experience – Board and executive positions for multiple biopharmaceutical companies; Former CEO of Delsys Pharmaceutical Corporation and Zynaxis Inc; Chairman of the Board of BMP Sunstone Corporation

Steven Myers

Independent Lead Director

- BS Mathematics – Stanford University
- Experience – Founder/Chairman/CEO SM&A (competition management services); career in aerospace and defense sectors supporting DoD & NASA programs

Andrew Pecora, MD, FACP

Director

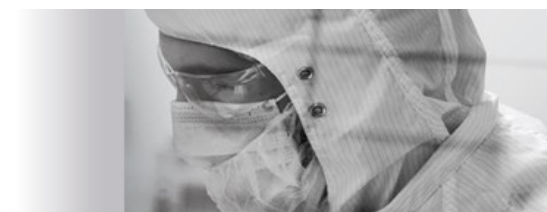
- MD — University of Medicine and Dentistry of New Jersey
- Experience – Chief Innovations Officer, Professor and Vice President of Cancer Services at John Theurer Cancer Center at Hackensack University Medical Center, and Managing Partner of the Northern New Jersey Cancer Center

Eric Wei

Director

- BS – Mathematics & Economics – Amherst College; MBA – The Wharton School
- Experience – Founder/Managing Partner of RimAsia Capital partners (private equity); Formerly with Peregrine Capital, Prudential Securities, Lazard Freres, Citibank, Gilbert Global Equity Partners, and Crimson Asia Capital Partners

KEY METRICS



MARKET METRICS

MARKET CAPITALIZATION¹	\$183M
RECENT PRICE²	\$6.40
52 WEEK RANGE²	\$5.00 - \$9.89
FLOAT¹	25.2M
INSIDER HOLDINGS²	11.5%

FINANCIAL METRICS

REVENUE³	\$14.7M (2013)
CASH³	\$46.1M
ADDITIONAL CASH⁴	\$6.9M
COMMON SHARES OUTSTANDING¹	28.6M
WARRANTS²	4.0M (avg. warrant exercise price of \$14.23)
OPTIONS²	3.9M (avg. option exercise price of \$10.17)

1. As of April 11, 2014, based on 28.6 million shares outstanding and a \$6.40 share price. Does not include up to 5.33 million shares to be issued in connection with the closing of the CSC acquisition and up to \$90 million in the aggregate, to be issued after the closing, subject to the achievement of specific milestones relating to product development to be paid in cash or stock at the Company's option.

2. As of April 11, 2014 (Source: NeoStem)

3. As of December 31, 2013 (Source: NeoStem 2013 10K)

4. Net proceeds raised through warrant and option exercises and issuance of stock through February 28, 2014 (Source: NeoStem)



UNIQUE BUSINESS MODEL



COMBINATION OF A LATE STAGE CLINICAL PIPELINE AND A REVENUE-GENERATING SERVICE BUSINESS

CANCER – TARGETED IMMUNOTHERAPY PROGRAM

- Stage IV and recurrent Stage III melanoma – Intus Phase 3 study approved, initiating 2H 2014

ISCHEMIC REPAIR – CD34 CELL PROGRAM

- Acute myocardial infarction – PreSERVE Phase 2 study (data available 2H 2014)
- Chronic heart failure – Preparing for Phase 2 study in Europe

IMMUNE MODULATION – T REGULATORY CELL PROGRAM

- Type 1 diabetes – Preparing for Phase 2 study, Phase 1 data readout presented at ADA June 2014
- Steroid resistant asthma – Preparing for Phase 1 study in Canada

TISSUE REGENERATION

- VSEL™ Technology - Macular degeneration, wound healing, bone regeneration – preclinical
- Human stem cell derived growth factors for dermatologic applications – Skin health, psoriasis, wound care

CELL THERAPY MANUFACTURING – PROGENITOR CELL THERAPY

- Cost effective in-house product development and immediate revenue and cash flow generation
- Manufacturing, regulatory, and commercialization expertise for therapeutics development
- Cell therapy automation to lower cost and improve efficiency
- Manufacturing expansion in U.S. and internationally; expand service activities into Europe during 2014



CONTACT INFORMATION



NEOSTEM, INC.

NASDAQ: NBS

WWW.NEOSTEM.COM

ROBIN SMITH, MD, MBA

CHAIRMAN & CEO

PHONE: (212) 584-4174

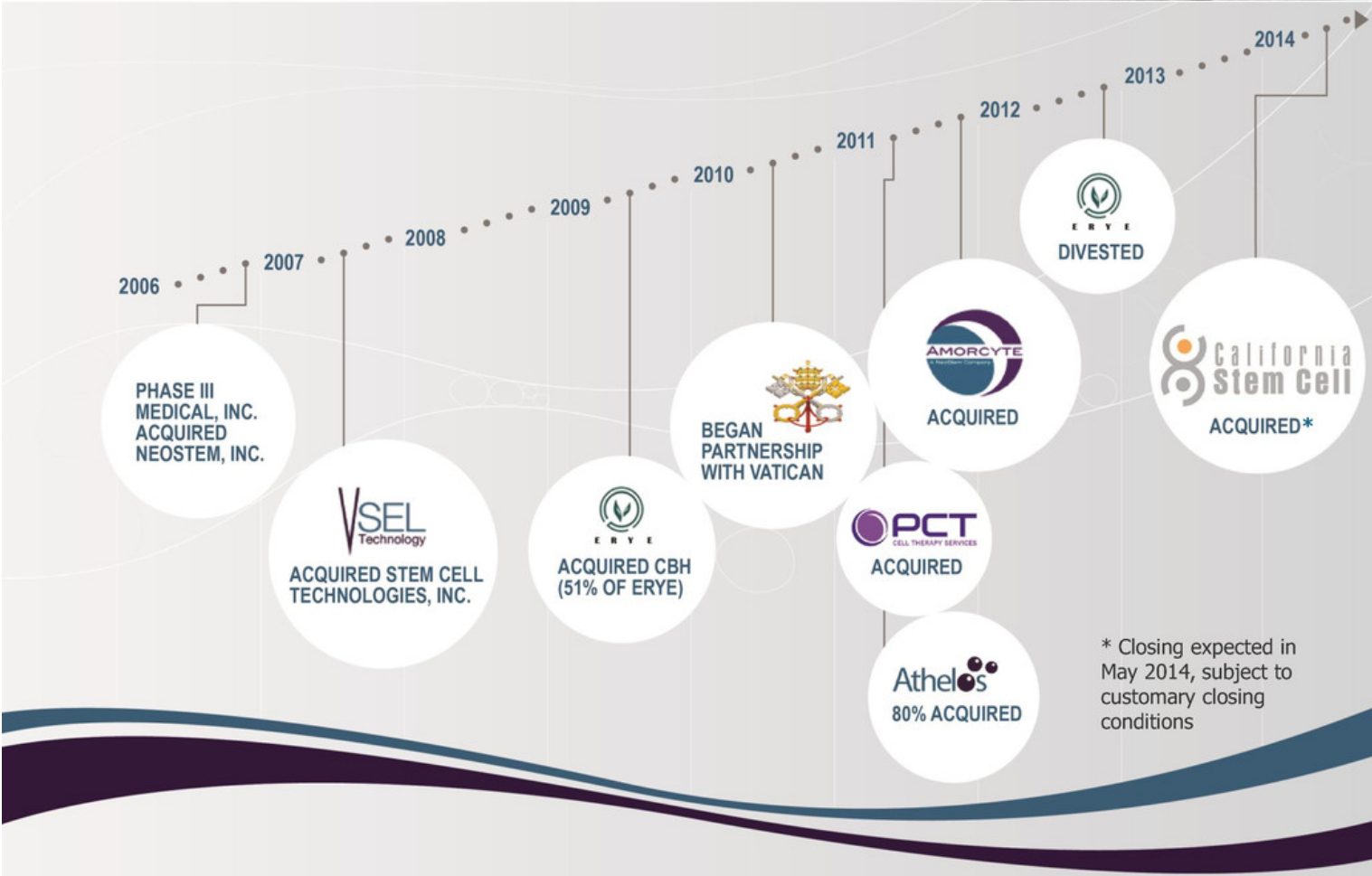
EMAIL: RSMITH@NEOSTEM.COM



APPENDIX



**SINCE 2006, ACCESSED OVER \$189M
AND COMPLETED MULTIPLE M&A
TRANSACTIONS AND ONE DIVESTITURE**



AMORCYTE SCIENTIFIC ADVISORY BOARD



Andrew L. Pecora, MD, FACP, CPE
SAB Administrative Chairman

Hackensack University Medical Center
Chief Scientific Officer, Amorcyte

Eugene Braunwald, MD, FRCP

Brigham & Women's Hospital

Bernard J. Gersh, MD, ChB, DPhil, FRCP

The Mayo Clinic

Dean J. Kereiakes, MD, FACC

The Christ Hospital Heart of Greater Cincinnati

Douglas L. Mann, MD, FACC

Washington University School of Medicine

Emerson C. Perin, MD, PhD, FACC

Texas Heart Institute

Bertram Pitt, MD

University of Michigan School of Medicine

Arshed Quyyumi, MD, FRCP, FACC,

Emory University School of Medicine

Edmund K. Waller, MD, PhD, FACP

Emory University School of Medicine

James T. Willerson, MD

Texas Heart Institute

Joseph Wu, MD, PhD

Stanford University School of Medicine



ATHELOS SCIENTIFIC ADVISORY BOARD



Robert A. Preti, PhD
SAB Administrative Chairman

Chief Scientific Officer of NeoStem and PCT, President of PCT

Jeffrey Bluestone, PhD

University of California, San Francisco, Diabetes Center

David A. Horwitz, MD

University of Southern California

Robert Korngold, PhD

Hackensack University Medical Center

Robert S. Negrin, MD

Stanford University

David Peritt, PhD

Hospira

Noel L. Warner, PhD

BD Biosciences



VSEL™ TECHNOLOGY ACADEMIC COLLABORATORS



Mariusz Ratajczak, MD, PhD, Dsci

University of Louisville

Russell Taichman, DMD, DMSc

University of Michigan

Vincent Falanga, MD

Boston University

Michael Young, PhD

Schepens Eye Research Institute, Harvard Medical School

Kameran Lashkari, MD

Schepens Eye Research Institute, Harvard Medical School

Song Li, PhD

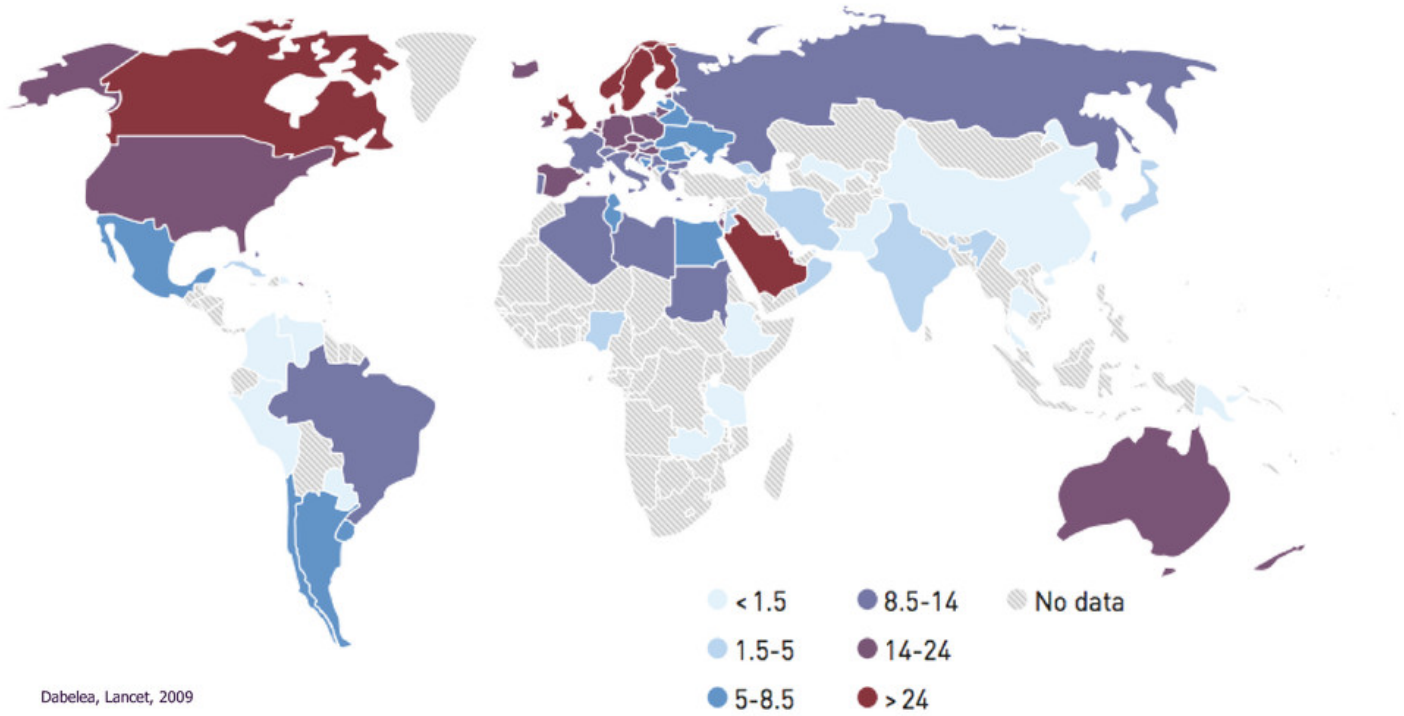
University of California, Berkeley



T1D IS ON THE RISE



NEW CASES OF T1D (0-14 YEARS) PER 100,000 CHILDREN, 2013: CONCENTRATION IN DEVELOPED MARKETS



Dabelea, Lancet, 2009

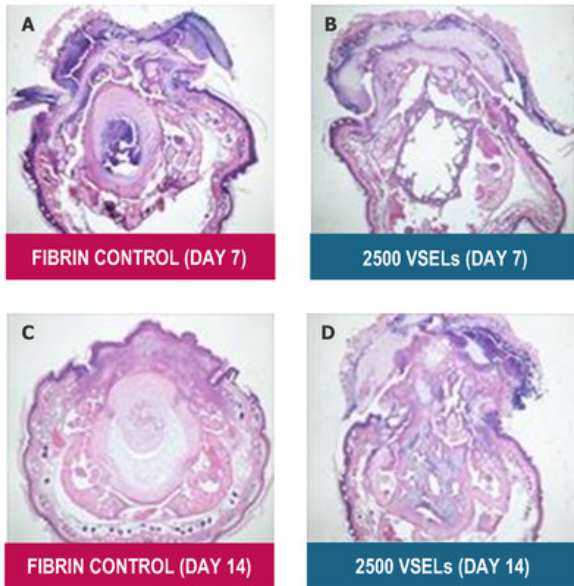


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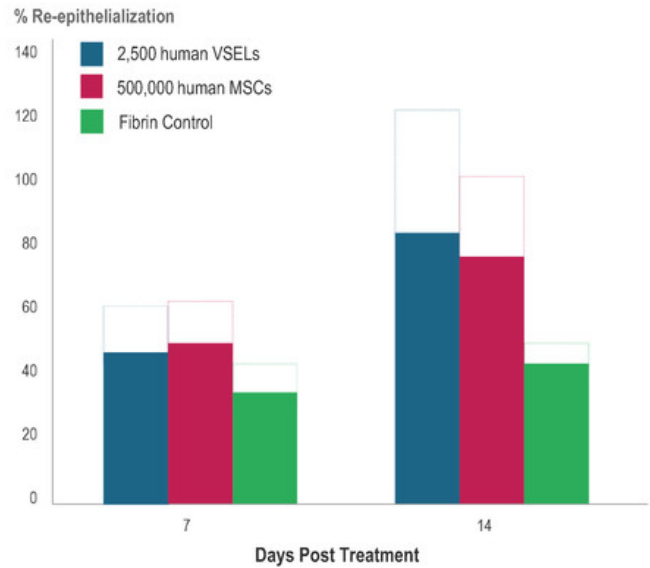
HUMAN VSELS™ ACCELERATE HEALING IN A SCID MOUSE COMPLEX TAIL WOUND MODEL



PRELIMINARY DATA IN A PRECLINICAL MODEL OF SEVERE COMPLEX WOUNDS SUGGEST THAT VSELS™ MAY BE MORE EFFECTIVE IN ACCELERATING HEALING THAN MESENCHYMAL STROMAL CELLS (MSCs)



VSELS vs. MSCs
P<0.05



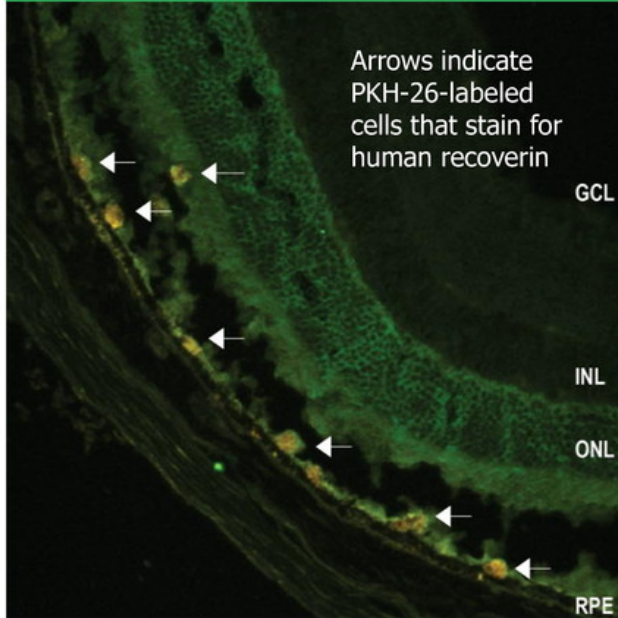
VSELS™ COULD BE USED TO TREAT MACULAR DEGENERATION



PRELIMINARY DATA SUGGEST HUMAN VSELS™ INJECTED INTO A MOUSE SUB-RETINAL SPACE INTEGRATE AND SHOW DIFFERENTIATION POTENTIAL IN SITU

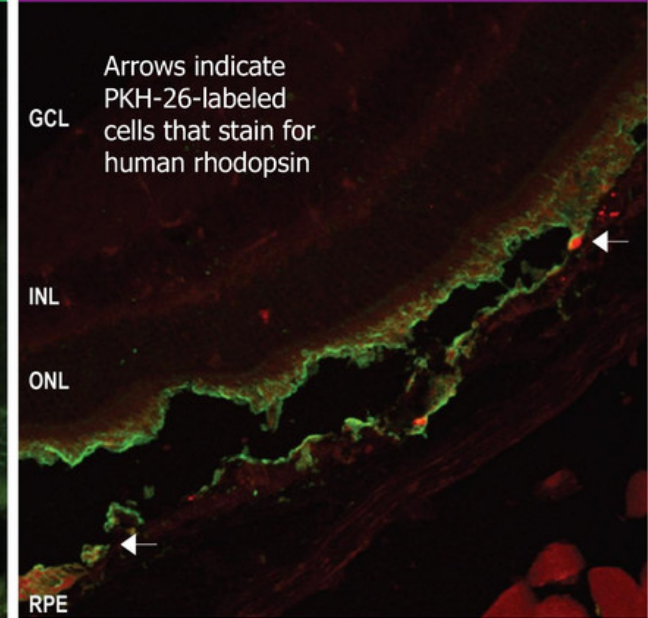
PKH-26 / RECOVERIN

PKH-26 positive cells co-labeled with Recoverin (400x).



PKH-26 / RHODOPSIN

PKH-26 positive cells co-labeled with Rhodopsin (400x).



Eminli, S. et al. Exploring the use of human very small embryonic-like stem cells (VSELS) isolated from adult peripheral blood for therapy of dry age-related macular degeneration (AMD). ISSCR 2012 Annual Meeting, Yokohama, Japan. Poster presentation.



CALIFORNIA STEM CELL INTELLECTUAL PROPERTY



- **EIGHT ISSUED PATENTS WITH COVERAGE INCLUDING:**

- Cardiomyocytes and methods of producing and purifying cardiomyocytes
- Stem cell growth medium and methods of making and using same
- Human late stage motor neuron progenitor cells and methods of making and using same
- Methods of derivation of neuronal progenitor cells from embryonic stem cells

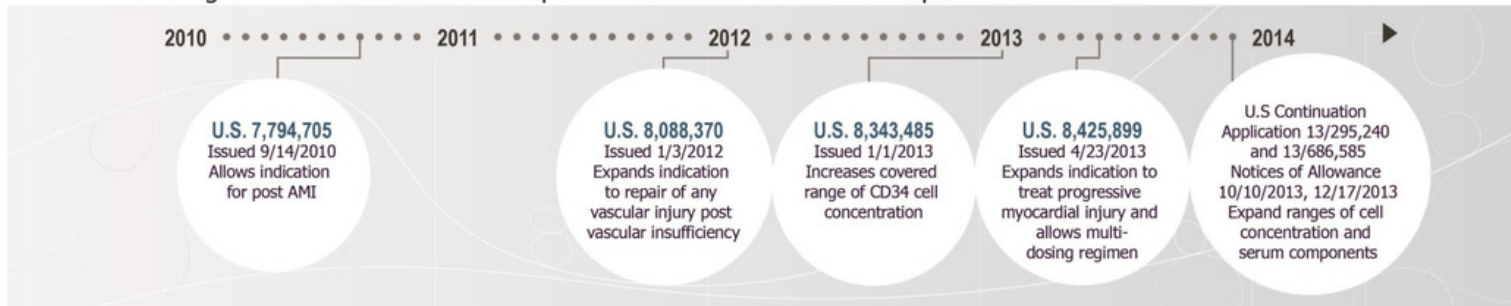
- **28 PATENTS PENDING WITH COVERAGE INCLUDING:**

- Individualized high purity carcinoma initiating (stem) cells for target indications, methods and use of same
- Antigen-presenting cancer vaccines
- Rapid methods to produce high purity cancer initiating (stem) cells
- Neuronal cell purification for transplantation
- Method of purification of a cell population for vascular mimicry and use of same
- Storage bags for shipment of cancer products
- Bioreactor for closed system production of cancer products

CD34 CELL PROGRAM INTELLECTUAL PROPERTY



- Broad and growing patent portfolio supports cardiac and other ischemic conditions
- NeoStem's patent claims cover a pharmaceutical composition that contains a therapeutic concentration of non-expanded CD34/CXCR4 stem cells that move in response to SDF-1, together with a stabilizing amount of serum, and that can be delivered parenterally through a catheter to repair an injury caused by vascular insufficiency
- Six granted or allowed U.S. composition of matter and methods patents



- 10 granted or allowed OUS composition of matter and method patents:
 - ▶ European Union, Japan, South Africa, Malaysia, Philippines, Canada, Russia
- Patent Applications: 20 U.S. and OUS patents pending
- Issued and pending claims can be applied to broad range of other conditions caused by underlying ischemia, including: chronic myocardial ischemia post-AMI; chronic heart failure; critical limb ischemia; and ischemic brain injury



