

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 12, 2013

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 (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 3.03. Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

### **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Pursuant to the authorization granted by the stockholders of NeoStem, Inc. ("NeoStem" or the "Company") at the Company's Annual Meeting of Stockholders held on October 5, 2012, the Company's Board of Directors has approved a 1-for-10 reverse stock split (the "Reverse Stock Split") of the Company's common stock, par value \$0.001 per share (the "Common Stock"). On July 12, 2013, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment of the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") to implement the Reverse Stock Split effective as of July 16, 2013 at 9:00 a.m. Eastern time (the "Split Effective Time"). A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

At the Split Effective Time, all shares of Common Stock issued and outstanding immediately prior to the Split Effective Time (and all shares of Common Stock issued and held in the Company's treasury immediately prior to the Effective Time), will be automatically reclassified into a smaller number of shares such that each ten shares of issued Common Stock immediately prior to the Split Effective Time will be reclassified into one share of Common Stock. No fractional shares will be issued, and in lieu thereof, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split will be entitled to receive a cash payment equal to the fraction to which such holder would otherwise be entitled multiplied by the closing price of a share of Common Stock on the NYSE MKT on July 16, 2013. To reflect the Reverse Stock Split, proportional adjustments will be made to the Company's outstanding warrants, equity awards and equity compensation plans. The Reverse Stock Split will not affect the par value per share of the Common Stock or the number of NeoStem's authorized shares. Continental Stock Transfer & Trust Company, NeoStem's transfer agent, will act as exchange agent for purposes of implementing the exchange of stock certificates and the payment of cash in lieu of fractional shares.

### **Item 8.01. Other Events.**

On July 12, 2013, the Company issued a press release announcing the Reverse Stock Split described above. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

### **Item 9.01. Financial Statements and Exhibits.**

#### **(d) Exhibits**

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

Exhibit 3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of NeoStem, Inc., dated July 12, 2013.
Exhibit 99.1	Press Release of NeoStem, Inc. dated July 12, 2013.

**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: July 12, 2013

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
NEOSTEM, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, NeoStem, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is NeoStem, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was September 18, 1980, under the name of Fidelity Medical Services, Inc. The name of the Corporation was changed to Corniche Group Incorporated by filing a Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware on September 28, 1995. The name of the Corporation was changed to Phase III Medical Inc. by filing a Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware on July 24, 2003. The name of the Corporation was changed to NeoStem, Inc. by filing an Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on August 29, 2006.

2. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware. The amendment amends the Amended and Restated Certificate of Incorporation of the Corporation as follows:

Article FOURTH is hereby amended by adding a Section F which reads as follows:

"F. 1. Effective July 16, 2013 at 9:00 a.m., eastern time (the "Split Effective Time"), the shares of Common Stock issued and outstanding immediately prior to the Split Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Split Effective Time are reclassified into a smaller number of shares such that each two (2) to ten (10) shares of issued Common Stock immediately prior to the Split Effective Time is reclassified into one (1) share of Common Stock, the exact ratio within the two (2) to ten (10) range to be determined by the Board of Directors of the Corporation prior to the Split Effective Time and publicly announced by the Corporation. Notwithstanding the immediately preceding sentence, no fractional shares shall be issued and, in lieu thereof, upon surrender after the Split Effective Time of a certificate which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Split Effective Time, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification, following the Split Effective Time, shall be entitled to receive a cash payment equal to the fraction to which such holder would otherwise be entitled multiplied by the closing price of a share of Common Stock on the NYSE MKT on the day during which the Split Effective Time occurs.

2. Each stock certificate that, immediately prior to the Split Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Split Effective Time shall, from and after the Split Effective Time, automatically and without the necessity of presenting the same for exchange, represent that the number of whole shares of Common Stock after the Split Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of a fractional share of Common Stock), provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to the Split Effective Time shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common Stock after the Split Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified."

3. This Certificate of Amendment shall be effective July 16, 2013 at 9:00 a.m., eastern time.

[Signature page follows.]

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by its Vice President and General Counsel on this 12<sup>th</sup> day of July, 2013.

**NEOSTEM, INC.**

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

## **NeoStem Announces 1-for-10 Reverse Split**

NEW YORK, July 12, 2013 (GLOBE NEWSWIRE) -- [NeoStem](#), Inc. (NYSE MKT:NBS) ("NeoStem" or the "Company"), a leader in the emerging cell therapy market, announced that it is effecting a 1-for-10 reverse stock split of its common stock which will be effective for trading purposes as of the commencement of trading on July 16, 2013. As of that date, each 10 shares of issued and outstanding common stock and equivalents will be converted into 1 share of common stock. In addition, at the market open on July 16, 2013, the common stock will trade under a new CUSIP number 640650404 although the Company's ticker symbol, NBS, will remain unchanged.

The number of outstanding common shares will be reduced from 196,643,748 to approximately 19.7 million. The number of authorized shares and the par value per share will remain unchanged. No fractional shares will be issued in connection with the reverse stock split. Holders of fractional shares will be paid out in cash for the fractional portion with the Company's overall exposure for such payouts consisting of a nominal amount. The number of outstanding options and warrants will be adjusted accordingly, with outstanding options being reduced from 26,366,633 to approximately 2.6 million and outstanding warrants being reduced from 54,297,826 to approximately 5.4 million. NeoStem stockholders will receive instructions from its transfer agent, Continental Stock Transfer and Trust Company, as to procedures for exchanging existing stock certificates for new certificates or book-entry shares and for the receipt of cash proceeds in lieu of fractional shares.

Dr. Robin L. Smith, Chairman and CEO of NeoStem stated, "Over the last few months we have had numerous discussions with investors, advisors and our board about our capital structure. We have also observed that, over the past five years, a number of our peer companies in the regenerative medicine sector have effected reverse stock splits. We believe the resulting increase in share price will demonstrate the true value of NeoStem's common stock and broaden the appeal of our shares to investors, particularly institutional stockholders."

### **About NeoStem, Inc.**

NeoStem, Inc. ("NeoStem" or the "Company") is a leader in the emerging cellular therapy industry. Our business model includes the development of novel proprietary cell therapy products as well as operating a contract development and manufacturing organization providing services to others in the regenerative medicine industry. The combination of a therapeutic development business and revenue-generating service provider business provides the Company with capabilities for cost effective in-house product development and immediate revenue and cash flow generation.

For more information, please visit: [www.neostem.com](http://www.neostem.com)

### **Forward-Looking Statements for NeoStem, Inc.**

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 effects of the reverse split and the successful execution of the Company's business strategy, including with respect to the Company's research and development and clinical evaluation efforts for cellular therapies, including with respect to AMR-001, the future of the regenerative medicine industry and the role of stem cells and cellular therapy in that industry and the Company's ability to successfully grow its contract development and manufacturing business. 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 11, 2013 and in the Company's periodic filings with the SEC. The Company's further development is highly dependent on future medical and research developments and market acceptance, which is outside its control.

CONTACT: NeoStem

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