

**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): October 25, 2012

NEOSTEM, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware 001-33650 22-2343568
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) 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 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 25, 2012, the Company completed the redemption of all 2,351,558 outstanding shares of its Series E 7% Senior Convertible Preferred Stock, par value \$0.01 per share (the "Series E Preferred Stock"), for an aggregate cash redemption price of approximately \$3.4 million, \$2.5 million of which was funded by money placed into escrow when the Series E Preferred stock was issued in November 2010.

On October 25, 2012, the Company filed a Certificate of Elimination of the Series E 7% Senior Convertible Preferred Stock of NeoStem, Inc. with the Secretary of State of the State of Delaware to eliminate its Series E Preferred Stock, all of the outstanding shares of Series E Preferred Stock having been redeemed by the Company. The Certificate of Elimination, effective upon filing, had the effect of eliminating from the Company's Amended and Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations of the Series E Preferred Stock with respect to such series, which was previously filed by the Company with the Secretary of State on November 18, 2010. Accordingly, the 10,582,011 shares of Series E Preferred Stock previously reserved for issuance under the Certificate of Designations resumed their status as authorized but unissued shares of undesignated preferred stock of the Company upon filing of the Certificate of Elimination.

A copy of the Certificate of Elimination is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.03.

Item 8.01. Other Events.

On October 15, 2012, NeoStem issued a press release announcing the redemption of its outstanding Series E Preferred Stock. A copy of the press release is attached hereto 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 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, but not limited to, factors identified from time to time in the Company's periodic filings with the SEC, including the Company's Annual Report on Form 10-K, filed by the Company with the SEC on March 20, 2012, as amended by Amendment No. 1 on Form 10-K/A, filed by the Company with the SEC on April 30, 2012, the Company's Quarterly Reports on Form 10-Q, filed by the Company with the SEC on May 11, 2012 and August 14, 2012, and other factors identified from time to time in the Company's periodic filings with the SEC. NeoStem does not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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
3.1	Certificate of Elimination of the Series E 7% Senior Convertible Preferred Stock of NeoStem, Inc., filed with the Secretary of State of the State of Delaware on October 25, 2012.*
99.1	Press Release of NeoStem, Inc. dated October 17, 2012.*

* Filed herewith.

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

Dated: October 25, 2012

CERTIFICATE OF ELIMINATION
OF THE
SERIES E 7% SENIOR CONVERTIBLE PREFERRED STOCK
OF
NEOSTEM, INC.

Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, it is hereby certified that:

1. The name of the corporation is NeoStem, Inc. (hereinafter referred to as the "Corporation").
2. The designation of the series of shares of stock of the Corporation to which this certificate relates is "Series E 7% Senior Convertible Preferred Stock."

3. Pursuant to Section 151 of the General Corporation Law of the State of Delaware and authority granted in the certificate of incorporation of the Corporation (the "Certificate of Incorporation"), the Board of Directors of the Corporation previously designated 10,582,011 shares of preferred stock as Series E 7% Senior Convertible Preferred Stock, par value \$0.01 per share (the "Series E 7% Senior Convertible Preferred Stock"), and established the voting powers, designations, preferences, and the relative, participating, optional, or other rights, and the qualifications, limitations, and restrictions of such series as set forth in the Certificate of Designations of the Powers, Preferences and Relative, Participating, Optional and Other Special Rights of Preferred Stock and Qualifications, Limitations and Restrictions Thereof of Series E 7% Senior Convertible Preferred Stock for NeoStem, Inc. (the "Series E Certificate of Designations"), with respect to such Series E 7% Senior Convertible Preferred Stock, which Series E Certificate of Designations has been heretofore filed with the Secretary of State of the State of Delaware. None of the authorized shares of Series E 7% Senior Convertible Preferred Stock are outstanding and none will be issued subject to the Series E Certificate of Designations.

4. The Board of Directors of the Corporation has duly adopted the following resolutions, which resolutions remain in full force and effect as of the date hereof:

RESOLVED, that none of the authorized shares of Series E 7% Senior Convertible Preferred Stock are outstanding, and that none will be issued subject to the Series E Certificate of Designations, and

FURTHER RESOLVED, that pursuant to the authority conferred on the Board of Directors by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors hereby eliminates the Series E 7% Senior Convertible Preferred Stock, and

FURTHER RESOLVED, that the appropriate officers of the Corporation, or any one or more of them, are hereby authorized, in the name and on behalf of the Corporation, pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, to execute and file a Certificate of Elimination of the Series E 7% Senior Convertible Preferred Stock of NeoStem, Inc. with the Secretary of State of the State of Delaware, which shall have the effect when filed with the Secretary of State of the State of Delaware of eliminating from the Certificate of Incorporation all matters set forth in the Series E Certificate of Designations with respect to such Series E 7% Senior Convertible Preferred Stock, and

FURTHER RESOLVED, that in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Certificate of Incorporation is hereby amended to eliminate all references to the Series E 7% Senior Convertible Preferred Stock, and the shares that were designated to such series hereby are returned to the status of authorized but unissued shares of the preferred stock of the Corporation, without designation as to series.

Signed on October 25, 2012

NEOSTEM, INC.

By: /s/ Robin L. Smith, M.D.
Name: Robin L. Smith, M.D.
Title: Chief Executive Officer

NeoStem, Inc. Announces the Redemption of the Outstanding 7% Series E Preferred Stock

NEW YORK, Oct. 17, 2012 (GLOBE NEWSWIRE) -- NeoStem, Inc. (NYSE MKT:NBS) ("NeoStem" or the "Company"), an emerging leader in the fast growing cell therapy market, today announced that it will redeem all outstanding shares of its Series E 7% Senior Convertible Preferred Stock ("Series E Preferred Stock").

On October 10, 2012, the Company gave notice to its Series E Preferred Stockholders that it is redeeming all of the outstanding shares of Series E Preferred Stock for an aggregate redemption price of \$3.4 million, \$2.5 million of which was funded by money placed into escrow when the Series E Preferred stock was issued in November 2010.

"We are pleased that we have been able to redeem this \$10 million investment in full over a two year period. Equal to our focus on cell therapy product development and expanding our PCT contract development and manufacturing operations, we are committed to improving our balance sheet. Through the redemption of the Series E Preferred Stock, we will remove a significant overhang and simplify NeoStem's capital structure. The redemption of the Series E Preferred Stock is another example of a step taken by us to improve Common Stockholder value," said Dr. Robin Smith, Chairman and CEO of NeoStem. "We look forward to continued execution on our near term business strategy, including the forthcoming closing of the divestiture of our Erye China pharmaceutical subsidiary."

About NeoStem, Inc.

NeoStem, Inc. continues to develop and build on its core capabilities in cell therapy, capitalizing on the paradigm shift that we see occurring in medicine. In particular, we anticipate that cell therapy will have a significant role in the fight against chronic disease and in lessening the economic burden that these diseases pose to modern society. We are emerging as a technology and market leading company in this fast developing cell therapy market. Our multi-faceted business strategy combines a state-of-the-art contract development and manufacturing subsidiary, Progenitor Cell Therapy, LLC ("PCT"), with a medically important cell therapy product development program, enabling near and long-term revenue growth opportunities. We believe this expertise and existing research capabilities and collaborations will enable us to achieve our mission of becoming a premier cell therapy company.

Our contract development and manufacturing service business supports the development of proprietary cell therapy products. NeoStem's most clinically advanced therapeutic, AMR-001, is being developed at Amorcyte, LLC ("Amorcyte"), which we acquired in October 2011. Amorcyte is developing a cell therapy for the treatment of cardiovascular disease and is enrolling patients in a Phase 2 trial to investigate AMR-001's efficacy in preserving heart function after a heart attack. Athelos Corporation ("Athelos"), which is approximately 80%-owned by our subsidiary, PCT, is collaborating with Becton-Dickinson in the early clinical exploration of a T-cell therapy for autoimmune conditions. In addition, pre-clinical assets include our VSELTM Technology platform as well as our mesenchymal stem cell product candidate for regenerative medicine. Our service business and pipeline of proprietary cell therapy products work in concert, giving us a competitive advantage that we believe is unique to the biotechnology and pharmaceutical industries. Supported by an experienced scientific and business management team and a substantial intellectual property estate, we believe we are well positioned to succeed.

For more information on NeoStem, please visit 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 successful execution of the Company's business strategy, including with respect to the Company's or its partners' successful development of AMR-001 and other cell therapeutics, the size of the market for such products, its competitive position in such markets, the

Company's ability to successfully penetrate such markets and the market for its contract development and manufacturing ("CDMO") business, and the efficacy of protection from its patent portfolio, as well as the future of the cell therapeutics industry in general, including the rate at which such industry may grow. Forward looking statements also include statements with respect to satisfying all conditions to closing the disposition of Erye, including receipt of all necessary regulatory approvals in the PRC. The Company's actual results could differ materially from those anticipated in these forward- looking statements as a result of various factors, including but not limited to matters described under the "Risk Factors" in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 20, 2012 and in the Company's other periodic filings with the Securities and Exchange Commission, all of which are available on its website. The Company does not undertake to update its forward-looking statements. The Company's further development is highly dependent on future medical and research developments and market acceptance, which is outside its control.

Contact:

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