

Registration No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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NEOSTEM, INC.

(Exact name of registrant as specified in its charter)

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Delaware 22-2343568

(State or other jurisdiction (I.R.S. employer  
of incorporation or organization) identification number)

420 Lexington Avenue, Suite 350  
New York, NY 10170

(Address of principal executive offices; zip code)

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Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan  
(Full title of the plan)

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Catherine M. Vaczy, Esq.  
Vice President and General Counsel  
NeoStem, Inc.  
420 Lexington Avenue, Suite 350  
New York, NY 10170  
(212) 584-4180

(Name, address and telephone number, including area code, of agent for service)

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Copies to:

Alan Wovsaniker, Esq.  
Lloyd Jeglikowski, Esq.  
Lowenstein Sandler LLP  
65 Livingston Avenue  
Roseland, New Jersey 07068  
(973) 597-2500

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a Smaller reporting company   
smaller reporting company)

### Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, par value \$.001 per share	2,600,000 shares(1)(2)	\$8.44	\$21,944,000	\$2,827

- (1) Pursuant to General Instruction E to Form S-8, this Registration Statement registers an additional 2,600,000 shares of the registrant's common stock, par value \$.001 per share ("Common Stock"), issuable pursuant to the Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan, as amended (the "Amended and Restated 2009 Plan"). The registrant has previously registered on Forms S-8 (File Nos. 333-159282, 333-162733, 333-173854, 333-181365 and 333-184927) an aggregate of 3,395,000 shares of Common Stock issuable pursuant to the Amended and Restated 2009 Plan. Following the filing of this Registration Statement, there will be an aggregate of 5,995,000 shares of Common Stock registered and authorized for issuance pursuant to the Amended and Restated 2009 Plan.
- (2) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such indeterminate number of additional shares as may be issuable pursuant to the Amended and Restated 2009 Plan, to prevent dilution resulting from any equity restructuring or change in capitalization of the registrant, including, but not limited to, spin offs, stock dividends, large non-recurring dividends, rights offerings, stock splits or similar transactions.
- (3) Estimated, in accordance with Rule 457(c) and Rule 457(h)(1) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the average of the high and low prices for a share of Common Stock on The NASDAQ Capital Market on October 2, 2013, which is within five business days prior to the date of this registration statement.

## EXPLANATORY NOTE

This Registration Statement is being filed by NeoStem, Inc. (the “Company” or the “registrant”) pursuant to General Instruction E to Form S-8 (Registration of Additional Securities), to register an additional 2,600,000 shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), issuable pursuant to the Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan, as amended (the “Amended and Restated 2009 Plan”). The Company has previously registered on Forms S-8 (File Nos. 333-159282, 333-162733, 333-173854, 333-181365 and 333-184927) an aggregate of 3,395,000 shares of Common Stock issuable pursuant to the Amended and Restated 2009 Plan, as adjusted to give effect to the one-for-ten reverse stock split effected by the Company on July 16, 2013. The contents of the prior registration statements (File Nos. 333-159282, 333-162733, 333-173854, 333-181365 and 333-184927) are hereby incorporated by reference and made a part hereof. Following the filing of this Registration Statement, there will be an aggregate of 5,995,000 shares of Common Stock registered and authorized for issuance pursuant to the Amended and Restated 2009 Plan. The Company’s stockholders approved amending the Amended and Restated 2009 Plan for this purpose at the annual meeting of stockholders held on October 3, 2013.

### **PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information required to be contained in the Section 10(a) prospectus is omitted from this registration statement and will be provided to participants in the Amended and Restated 2009 Plan pursuant to Rule 428 of the Securities Act of 1933, as amended (the “Securities Act”), and the note to Part I of Form S-8.

### **PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Certain Documents by Reference.**

The Securities and Exchange Commission allows us to “incorporate” into this registration statement information we file with other documents. This means that we may disclose important information to you by referring to other documents that contain that information. The information incorporated by reference is considered to be part of this registration statement, and information we file later with the Securities and Exchange Commission will automatically update and supersede this information. We incorporate by reference the documents listed below, except to the extent information in those documents is different from the information contained in this registration statement:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the Securities and Exchange Commission on March 11, 2013;
- (b) Our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2013 and June 30, 2013, filed with the Securities and Exchange Commission on May 9, 2013 and August 8, 2013, respectively;
- (c) Our Current Reports on Form 8-K filed with the Securities and Exchange Commission on February 11, 2013, March 20, 2013, April 29, 2013, April 30, 2013, May 1, 2013, July 12, 2013, July 12, 2013, July 19, 2013, July 23, 2013, August 5, 2013, August 6, 2013, August 19, 2013, September 19, 2013, October 3, 2013 and October 4, 2013 (excluding any information deemed furnished pursuant to Item 2.02 or Item 7.01 of such Current Reports on Form 8-K); and
- (d) The description of our common stock set forth in our Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on August 2, 2013 (including any amendment or report filed with the Securities and Exchange Commission for the purpose of updating such description).

Our Definitive Proxy Statement filed on Schedule DEF 14A and Definitive Additional Materials filed on Schedule DEF 14A both filed with the Securities and Exchange Commission on August 30, 2013.

All documents subsequently filed by us with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Lowenstein Sandler LLP, Roseland, New Jersey will pass upon the validity of the issuance of the securities registered hereby. Lowenstein Sandler LLP owns 30,100 shares of the registrant's Common Stock as of the filing date of this registration statement.

**Item 6. Indemnification of Directors and Officers.**

We are incorporated under the laws of the State of Delaware. Under the General Corporation Law of Delaware (the "Delaware GCL"), a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was our director, officer, employee or agent, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

In addition, the Delaware GCL also provides that we also may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in our right to procure a judgment in our favor by reason of the fact that he or she is or was our director, officer, employee or agent, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests. However, in such an action by or on our behalf, no indemnification may be made in respect of any claim, issue or matter as to which the person is adjudged liable to us unless and only to the extent that the court determines that, despite the adjudication of liability but in view of all the circumstances, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Our amended and restated certificate of incorporation is consistent with the Delaware GCL. Each of our directors, officers, employees and agents will be indemnified to the extent permitted by the Delaware GCL. We have entered into indemnification agreements with our chief executive officer, chief financial officer, general counsel, certain other employees and each of our directors pursuant to which we have agreed to indemnify each such party to the full extent permitted by law, subject to certain exceptions, if such party becomes subject to an action because such party is a director, officer, employee, agent or fiduciary of our company. We also maintain insurance on behalf of our directors and officers against liabilities asserted against such persons and incurred by such persons in such capacities, whether or not we would have the power to indemnify such persons under the Delaware GCL.

In addition to such other rights of indemnification as they may have, the Amended and Restated 2009 Plan contains the following indemnification provision applicable to (i) the Board of Directors, (ii) the Administrator of the Plan, defined to include a committee of directors appointed by the Board of Directors pursuant to the terms of the Plan to administer the Plan (a "Committee"), or if there is no such Committee, the Board of Directors itself and (iii) any member or delegate of the Board of Directors, the Committee or the Administrator:

*"Effect of Administrator's Decision.* The Administrator's decisions, determinations and interpretations shall be final and binding on all holders of Awards and Restricted Stock. None of the Board, the Committee or the Administrator, nor any member or delegate thereof, shall be liable for any act, omission, interpretation, construction or determination made in good faith in connection with the Plan, and each of the foregoing shall be entitled in all cases to indemnification and reimbursement by the Company in respect of any claim, loss, damage or expense (including without limitation reasonable attorneys' fees) arising or resulting therefrom to the fullest extent permitted by law and/or under any directors' and officer's liability insurance coverage which may be in effect from time to time."

See also the undertakings set forth in response to Item 9 herein.

## Item 7. Exemption From Registration Claimed.

Not applicable.

## Item 8. Exhibits.

The exhibits accompanying this registration statement are listed on the accompanying exhibit index.

## Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) promulgated under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the undersigned registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement; and that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the registration statement is on Form S-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the undersigned registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is deemed part of the registration statement. *Provided further, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is for an offering of asset-backed securities on Form S-1 or Form S-3, and the information required to be included in a post-effective amendment is provided pursuant to Item 1100(c) of Regulation AB.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) If the registrant is relying on Rule 430B:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

(ii) If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the undersigned registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the

securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on October 4, 2013.

NEOSTEM, INC.

By: /s/ Robin L. Smith, M.D.

Robin L. Smith, M.D., Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below under the heading "Signature" constitutes and appoints Robin L. Smith and Catherine M. Vaczy or either of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement and any related registration statement filed under Rule 462(b), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:



<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Robin L. Smith, M.D.</u> Robin L. Smith, M.D.	Director, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	October 4, 2013
<u>/s/ Robert Dickey IV</u> Robert Dickey IV	Chief Financial Officer (Principal Financial Officer)	October 4, 2013
<u>/s/ Joseph Talamo</u> Joseph Talamo	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	October 4, 2013
<u>/s/ Richard Berman</u> Richard Berman	Director	October 4, 2013
<u>/s/ Steven S. Myers</u> Steven S. Myers	Director	October 4, 2013
<u>/s/ Drew Bernstein</u> Drew Bernstein	Director	October 4, 2013
<u>/s/ Eric H.C. Wei</u> Eric H.C. Wei	Director	October 4, 2013
<u>/s/ Andrew L. Pecora, M.D.</u> Andrew L. Pecora, M.D.	Director	October 4, 2013
<u>/s/ Martyn D. Greenacre</u> Martyn D. Greenacre	Director	October 4, 2013

## EXHIBIT INDEX

**Exhibit  
Number Description**

- 4.1 Amended and Restated Certificate of Incorporation of NeoStem, Inc. (1)
- 4.2 Amended and Restated By-Laws of NeoStem, Inc. dated August 31, 2006 (2)
- 4.3 Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan, as amended (3)
- 5.1 Opinion of Lowenstein Sandler LLP\*
- 23.1 Consent of Grant Thornton LLP\*
- 23.2 Consent of Lowenstein Sandler LLP (contained in Exhibit 5.1)\*
- 24.1 Power of Attorney (included on the signature page of this registration statement)\*

\* Filed herewith.

- (1) Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 3, 2013.
- (2) Incorporated by reference to Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Securities and Exchange Commission on April 6, 2011.
- (3) Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 3, 2013.

October 4, 2013

NeoStem, Inc.  
420 Lexington Avenue, Suite 350  
New York, New York 10170

Re: **Registration Statement on Form S-8**

Ladies and Gentlemen:

We have served as special counsel in connection with the preparation of your Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), registering an additional 2,600,000 shares of your common stock, par value \$0.001 per share ("Common Stock"), issuable pursuant to the terms and subject to the conditions of the Amended and Restated NeoStem, Inc. 2009 Equity Compensation Plan, as amended (the "Plan").

We have examined such corporate records, certificates and other documents and such questions of law as we have considered necessary and appropriate for the purposes of this opinion.

Upon the basis of such examination, we advise you that, in our opinion, the shares of Common Stock covered by the Registration Statement will be, when sold, paid for and issued in accordance with the terms of the Plan, duly authorized, validly issued, fully paid and non-assessable.

Our opinion herein is expressed solely with respect to the federal laws of the United States and the laws of the State of Delaware. Our opinion is based on these laws as in effect on the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to this firm in the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ LOWENSTEIN SANDLER LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated March 8, 2013 with respect to the consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2012 of NeoStem, Inc. and subsidiaries, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

/s/ GRANT THORNTON LLP

New York, New York  
October 4, 2013