

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

For registration of certain classes of securities  
pursuant to Section 12(b) or 12(g) of the  
Securities Exchange Act of 1934

NEOSTEM, INC.

(Exact name of the Registrant as specified in its charter)

DELAWARE

22-2343568

(State of incorporation or organization) (I.R.S. Employer Identification No.)

420 LEXINGTON AVENUE

SUITE 450

NEW YORK, NEW YORK 10170

(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities  
pursuant to Section 12(b) of the Exchange Act and is effective pursuant to  
General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities  
pursuant to Section 12(g) of the Exchange Act and is effective pursuant to  
General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form  
relates (if applicable): FILE NO. 333-142923

Securities to be registered pursuant to Section 12(b) of the Exchange Act:

| TITLE OF EACH CLASS<br>TO BE SO REGISTERED<br>----- | NAME OF EACH EXCHANGE ON WHICH<br>EACH CLASS IS TO BE REGISTERED<br>----- |
|---|---|
|---|---|

|  |                         |
|--|-------------------------|
| Units, each consisting of one share of<br>Common Stock and one-half Class A Common<br>Stock Purchase Warrant | American Stock Exchange |
| Common Stock, par value \$.001 per<br>share  | American Stock Exchange |
| Class A Common Stock Purchase Warrants   | American Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act: NONE

ITEM 1. DESCRIPTION OF THE REGISTRANT'S SECURITIES TO BE REGISTERED

The securities to be registered hereby are the units, common stock and  
Class A warrants of NeoStem, Inc. (the "Company"). The description of the units,  
the common stock and the Class A warrants, is incorporated by reference from the  
description contained in the section entitled "Description of Securities" in the  
Prospectus filed on July 16, 2007 pursuant to Rule 424(b) with respect to the  
Company's Registration Statement on Form SB-2 (Registration No. 333-142923)  
filed with the Securities and Exchange Commission (the "Registration  
Statement"). Any form of prospectus or prospectus supplement to the Registration  
Statement that includes such descriptions and that are subsequently filed are  
hereby also incorporated by reference herein.

ITEM 2. EXHIBITS

The following exhibits are filed herewith or are incorporated by  
reference as indicated below.

| EXHIBIT<br>NUMBER<br>----- | DESCRIPTION<br>-----   |
|----------------------------|--|
| 3.1                        | Amended and Restated Certificate of Incorporation.(1)                                |
| 3.2(a)                     | Certificate of Amendment of Amended and Restated Certificate of<br>Incorporation.(2) |
| 3.2(b)                     | Amended and Restated By-laws.(3)   |

4.2 Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Company, with specimen warrant certificate attached thereto.(4)

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1 Incorporated by reference to Exhibit 3.1 filed with the Company's Registration Statement on Form S-1, File No. 333-137045, filed on September 1, 2006.

2 Filed herewith.

3 Incorporated by reference to Exhibit 3.1 filed with the quarterly report of the Company on Form 10-Q for the quarter ended June 30, 2005, filed on August 15, 2005.

4 Incorporated by reference to Exhibit 4(b) filed with the Company's Registration Statement on Form SB-2/A, SEC File No. 333-142923, filed on June 27, 2007.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

NeoStem, Inc.

Date: August 8, 2007

By: /s/ Robin L. Smith  
-----  
Robin L. Smith  
President

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 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 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 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 E which reads as follows:

"1. Effective upon the filing of this Certificate of Amendment of the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Effective Time"), the shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time are reclassified into a smaller number of shares such that each ten (10) shares of issued Common Stock immediately prior to the Effective Time is reclassified into one (1) share of Common Stock. Notwithstanding the immediately preceding sentence, no fractional shares shall 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 reclassification shall be entitled to be rounded up to the next whole share of Common Stock.

2. Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock after the 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 a whole share 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 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 Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (including the right to receive a whole share in lieu of a fractional share of Common Stock)."

3. This Certificate of Amendment shall be effective August 9, 2007 at 10:00 a.m.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President on this 8th day of August, 2007.

By: /s/Robin L. Smith  
Name: Robin L. Smith  
Title: President