

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Mazzo David J</u> (Last) (First) (Middle) C/O NEOSTEM, INC. 420 LEXINGTON AVENUE, SUITE 350 (Street) NEW YORK NY 10170 (City) (State) (Zip)		<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>NeoStem, Inc. [ NBS ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
		<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 01/05/2015	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
		<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to purchase)	\$3.5	01/05/2015		A <sup>(1)</sup>		620,000		(1)	01/04/2025	Common Stock, par value \$0.001 per share	620,000	\$0	620,000	D	
Stock Option (right to purchase)	\$3.5	01/05/2015		A <sup>(2)</sup>		200,000		(2)	01/04/2025	Common Stock, par value \$0.001 per share	200,000	\$0	200,000	D	

**Explanation of Responses:**

- On January 5, 2015, the commencement date (the "Commencement Date") of his employment with NeoStem, Inc. (the "Company"), the reporting person, David J. Mazzo, Ph.D., was granted an option (the "Initial Option") to purchase 620,000 shares of the Company's common stock, par value \$0.001 per share ("Common Stock"), pursuant and subject to the terms and conditions of the Company's Amended and Restated 2009 Equity Compensation Plan (the "2009 Plan"). The Initial Option was vested as to 100,000 shares immediately upon grant with the remainder of the Initial Option shares scheduled to vest subject to Dr. Mazzo's continued employment in a series of sixteen successive quarterly installments (32,500 shares each) over the four years following the Commencement Date.
- Additionally, on the Commencement Date, Dr. Mazzo was granted an additional option (the "Additional Option") to purchase 200,000 shares of Common Stock, pursuant and subject to the terms and conditions of the 2009 Plan. The Additional Option provides for vesting based on two individual milestones (100,000 Additional Option shares each) to be mutually established by the Compensation Committee (or the Executive Chairman) and Dr. Mazzo within three months following the Commencement Date subject to Dr. Mazzo's continued employment on each of the applicable 1/16th milestone vesting dates.

/s/ Catherine M. Vaczy, Esq.,  
Attorney-in-Fact      01/05/2015  
 \*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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