

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Wei Eric</u>  (Last) (First) (Middle) <u>C/O NEOSTEM, INC.</u> <u>420 LEXINGTON AVENUE, SUITE 450</u>  (Street) <u>NEW YORK NY 10170</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/30/2009</u>	3. Issuer Name and Ticker or Trading Symbol <u>NeoStem, Inc. [ NBS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	12,498,009 <sup>(1)</sup>	I	See footnote <sup>(2)</sup>
Common Stock, par value \$0.001 per share	125,000 <sup>(3)</sup>	D	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant (right to buy) <sup>(4)</sup>	03/02/2009	09/01/2013	Common Stock, par value \$0.001 per share	1,000,000	1.75	I	See footnote <sup>(2)</sup>
Warrant (right to buy) <sup>(5)</sup>	10/29/2009	10/28/2014	Common Stock, par value \$0.001 per share	4,000,000	2.5	I	See footnote <sup>(2)</sup>
Series C Convertible Preferred Stock	10/29/2009	(6)	Common Stock, par value \$0.001 per share	9,086,124	0.9	I	See footnote <sup>(2)</sup>
Warrant (right to buy) <sup>(7)</sup>	05/26/2009	11/25/2013	Common Stock, par value \$0.001 per share	400,000	1.75	I	See footnote <sup>(2)</sup>
Warrant (right to buy) <sup>(8)</sup>	10/29/2009	10/28/2014	Common Stock, par value \$0.001 per share	640,000	2.5	I	See footnote <sup>(2)</sup>

## Explanation of Responses:

- Includes (i) 11,458,009 shares of Common Stock owned by RimAsia Capital Partners, L.P., a Cayman Islands exempted limited partnership ("RimAsia LP") and (ii) 1,040,000 shares of Common Stock held by Fullbright Finance Limited ("Fullbright"), which Fullbright previously pledged to RimAsia LP. On November 26, 2008, Fullbright pledged to RimAsia LP its 400,000 shares of NeoStem, Inc. (the "Company") Common Stock and warrants to purchase 400,000 shares of Common Stock. On July 6, 2009, Fullbright pledged to RimAsia LP its 64,000 shares of the Company's Series D Redeemable Preferred Stock, which shares of Series D Redeemable Preferred Stock were automatically converted to 640,000 shares of Common Stock upon stockholder approval on October 29, 2009, and warrants to purchase 640,000 shares of the Company's Common Stock. All such securities were subsequently pledged to the Company and Suzhou Erye Pharmaceuticals Company Ltd.
- Such securities reported herein are held by RimAsia LP. RimAsia Capital Partners GP, L.P., a Cayman Islands exempted limited partnership ("RimAsia GP") is the general partner of RimAsia LP. RimAsia Capital Partners GP, Ltd., a Cayman Islands exempted company ("RimAsia Ltd."), is the general partner of RimAsia GP. Mr. Wei is the managing partner of RimAsia LP, an indirect partner of RimAsia GP and a director of RimAsia Ltd. As a result, Mr. Wei may be deemed to have sole power to vote certain of the securities held by RimAsia LP. Mr. Wei disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Represents 125,000 shares of Common Stock granted to Mr. Wei by the Company pursuant to the terms and conditions of the Company's 2009 Non-U.S. Based Equity Compensation Plan (the "Non-US Plan").
- These securities were purchased by RimAsia LP in a private placement made by the Company. Pursuant to the terms of this private placement, the Company sold 1,000,000 units ("Units") at a per Unit price of \$1.25 with each Unit consisting of (a) one share of Common Stock, \$0.01 par value and (b) one redeemable warrant for the purchase of one share of Common Stock at an exercise price of \$1.75 per share, subject to adjustment, expiring five years from the date of issuance.
- On April 9, 2009, RimAsia LP purchased 400,000 shares of Series D Convertible Redeemable Preferred Stock, par value \$0.01 per share, together with warrants to purchase up to 4,000,000 shares of the Company's Common Stock at an exercise price of \$2.50 per share for a total purchase price of \$5,000,000. The warrants are callable by the Company if its Common Stock trades at a price equal to or greater than \$3.50 for a specified period of time. Upon the affirmative vote of the Company's stockholders on October 29, 2009, each share of Series D Convertible Redeemable Preferred Stock automatically converted into ten (10) shares of Common Stock (the ownership of which is reflected in Table I above) and the warrants became exercisable for a period of five years.
- Represents 8,177,512 shares of Series C Convertible Preferred Stock of the Company, each with a liquidation preference of \$1.125 per share and initially convertible into 9,086,124 shares of the Company's Common Stock at an initial conversion price of \$0.90 per share.
- Represents a warrant to purchase 400,000 shares of Common Stock which is held by Fullbright and was pledged to RimAsia LP. On November 26, 2008, Fullbright pledged to RimAsia LP its 400,000 shares of Common Stock and warrants to purchase 400,000 shares of Common Stock. This warrant and these shares were subsequently pledged to the Company and Suzhou Erye Pharmaceuticals Company Ltd.
- Represents a warrant to purchase 640,000 shares of Common Stock which is held by Fullbright and was pledged to RimAsia LP. On July 6, 2009, Fullbright pledged to RimAsia LP its 64,000 shares of the Company's Series D Redeemable Preferred Stock, which shares of Series D Redeemable Preferred Stock were automatically converted to 640,000 shares of Common Stock upon stockholder approval on October 29, 2009, and warrants to purchase 640,000 shares of the Common Stock. This warrant and these shares were subsequently pledged to the Company and Suzhou Erye Pharmaceuticals Company Ltd.

## Remarks:

Eric H. C. Wei, By: /s/  
Catherine M. Vaczky, Esq.,

11/06/2009

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 5 (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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