
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): November 30, 2016 (November 28, 2016)

Neuralstem, Inc.
(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-33672
(Commission File No.)

52-2007292
(IRS Employee Identification No.)

20271 Goldenrod Lane, 2nd Floor, Germantown, Maryland 20876
(Address of Principal Executive Offices)

(301) 366-4960
(Issuer 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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 28, 2016, Neuralstem, Inc. (the "Company") received a written notification (the "Notice") from The NASDAQ Stock Market LLC ("Nasdaq") indicating that the Company is not in compliance with Nasdaq Listing Rule 5550(b)(2), as the Company's market value of listed securities ("MVLS") was below \$35 million for the previous 30 consecutive business days. The Notice has no immediate effect on the listing of the Company's common stock, and its common stock will continue to trade on The Nasdaq Capital Market under the symbol "CUR."

In accordance with Nasdaq Listing Rule 5810(c)(3)(C), the Company has a period of 180 calendar days, or until May 30, 2017, to regain compliance with the minimum MVLS requirement. To regain compliance, the Company's MVLS must close at \$35 million or more for a minimum of 10 consecutive business days during the 180 calendar day compliance period.

The Company intends to monitor its MVLS between now and May 30, 2017, and will consider and evaluate all available options to evidence compliance with the MVLS requirement as may be necessary. There can be no assurance that the Company will be able to regain compliance with the MLVS requirement or will otherwise be in compliance with other Nasdaq listing criteria. If we do not regain compliance with the MVLS requirement prior to the expiration of the compliance period, the Company may appeal any delisting determination to a Nasdaq Hearings Panel ("Panel").

Additionally, the Company previously disclosed via a Current Report on Form 8-K on April 22, 2016, that on April 20, 2016 it received a written notice from Nasdaq indicating that the Company is not in compliance with Nasdaq Listing Rule 5550(a)(2), as the bid price of its common stock was below \$1.00 per share for 30 consecutive business days. The Company had until October 17, 2016 to regain compliance with the minimum bid price requirement, subject to extensions as more fully discussed in the Current Report filed on April 22, 2016. Since the Company did not regain compliance with the minimum bid price requirement by such date, the Company received notice from the Nasdaq Listing Qualifications Staff ("Staff") indicating that the Staff had determined to delist the Company's securities from Nasdaq unless the Company timely requested a hearing from the Panel. The Company timely requested such hearing and at such hearing, it will present its plan to regain compliance with all applicable requirements for continued listing of its common stock on Nasdaq.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 30, 2016

Neuralstem, Inc.

/s/ Richard Daly
By: Richard Daly
Chief Executive Officer