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UNITED STATES  
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): **February 3, 2017**

**Asterias Biotherapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-36646**

**46-1047971**

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**6300 Dumbarton Circle  
Fremont, CA 94555**

(Address of principal executive offices)

**(510) 456-3800**

(Registrant's telephone number, including area code)

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:

- 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 3.03 Material Modification to Rights of Security Holders.**

On February 3, 2017, Asterias Biotherapeutics, Inc. (the "Company") extended the expiration date of warrants (the "Warrants") to purchase up to an aggregate of 3,329,035 shares of the Company's Series A common stock, par value \$0.0001 per share (the "Common Stock"). The Warrants, which would otherwise expire at 5:00 pm New York City time on February 15, 2017 were issued to the Company's stockholders, except for BioTime, Inc., at no charge on April 25, 2016 and are exercisable into Common Stock at an exercise price of \$5.00 per share. The expiration date has been extended to 5:00 p.m. New York City time on September 29, 2017. The Amendment to the Warrant Agreement between the Company and American Stock Transfer & Trust Company, filed herewith as Exhibit 99.1 is incorporated herein by reference.

The Warrants are listed on the on the NYSE MKT exchange with ticker symbol AST/WS and CUSIP number 04624N 115. The Warrants and Common Stock issuable upon exercise of the Warrants are covered by a shelf registration statement on Form S-3, as amended, previously filed with and declared effective by the Securities and Exchange Commission (SEC). A prospectus supplement relating to this expiration date extension for the Warrants has been filed with the SEC, and will be mailed to the holders of record of the Warrants.

In addition, the Company extended the expiration date of the warrants to purchase up to an aggregate of 409,152 shares of Common Stock held by Romulus Films Ltd (the "Romulus Warrants"). The Romulus Warrants, which are exercisable into Common Stock at an exercise price of \$4.28 per share and would have expired on February 15, 2017, are now exercisable until 5:00 p.m. New York City time on September 29, 2017.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

[99.1](#) Amendment to the Warrant Agreement by and between the Company and American Stock Transfer & Trust Company

**Cautionary Note Regarding Forward-looking Statements:**

**To the extent that statements in this Current Report on Form 8-K are not strictly historical, including statements as to business strategy, outlook, objectives, future milestones, plans, intentions, goals, future financial conditions, the success of the Company's product development or otherwise as to future events, such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained in this Current Report are subject to certain risks and uncertainties that could cause actual results to differ materially from the statements made. Such risks and others are further described in the Company's filings with the Securities and Exchange Commission including its most recent reports on Forms 10-K, 10-Q and 8-K, and any amendments thereto.**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ASTERIAS BIOTHERAPEUTICS, INC.**

Date: February 3, 2017

By: /s/ Ryan D. Chavez  
Chief Financial Officer and General Counsel

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AMENDMENT NO. 2 TO WARRANT AGREEMENT

Asterias Biotherapeutics, Inc.

and

American Stock Transfer & Trust Company, LLC, as Warrant Agent

This Amendment No. 2 (the "Amendment") the Warrant Agreement (as defined below) is made and entered into as of February 3, 2017 by and between Asterias Biotherapeutics, Inc. (the "Company") and American Stock Transfer & Trust Company, LLC, (the "Warrant Agent").

**RECITALS**

WHEREAS, the Company and the Warrant Agent entered into that certain Warrant Agreement, dated as of March 31, 2016 (the "Warrant Agreement"), relating to the warrants (the "Warrants") to purchase up to an aggregate of 3,331,483 shares of the Company's Series A common stock, par value \$0.0001 per share at an exercise price of \$5.00 per share;

WHEREAS, the Company entered into a first amendment to the Warrant Agreement to extend the expiration date of the Warrants from September 30, 2016 to February 15, 2017; and

WHEREAS, pursuant to Section 8.8 of the Warrant Agreement, the Company and the Warrant Agent have agreed to amend the Warrant Agreement to extend the period for exercising the Warrants from February 15, 2017 to September 29, 2017;

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Company and the Warrant Agent agree as follows:

**AMENDMENT**

Section 3.2 of the Warrant Agreement s amended and restated as follows:

- 3.2 Duration of Warrants. A Warrant may be exercised only during the period (the "Exercise Period") commencing on the date of issuance thereof and ending on September 29, 2017 (the "Expiration Date"); provided, however, that the exercise of any Warrant shall be subject to the satisfaction of any applicable conditions. Each Warrant not exercised on or before the Expiration Date shall become void, and all rights thereunder and all rights in respect thereof under this Agreement shall cease at 5:00 p.m. New York City time on the Expiration Date.

This Amendment may be executed in any number of original or facsimile counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

[Signatures on following page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

ASTERIAS BIOTHERAPEUTICS, INC.

By: /s/ Ryan Chavez

Name: Ryan Chavez

Title: Chief Financial Officer and General Counsel

American Stock Transfer & Trust Company, LLC, as Warrant Agent

By: /s/ Jennifer Donovan

Name: Jennifer Donovan

Title: Senior Vice President

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