
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): January 6, 2017

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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

As previously disclosed in the Current Report on Form 8-K filed by Neuralstem, Inc. (the “Company”) on September 1, 2016, on August 29, 2016, the Company held a special meeting of its shareholders (the “Special Meeting”) in San Diego, California. At the Special Meeting, the shareholders of the Company approved, among other things, a proposal to authorize the board of directors of the Company (“Board”), in its discretion, to effect a reverse stock split of the Company’s common stock, par value \$0.01 (the “Common Stock”) at a specific ratio, ranging from one-for-two to one-for-fifteen (1:2 to 1:15), to be determined by the Board and effected, if at all, within one year from the date of the Special Meeting.

Accordingly, the Board approved a one-for-thirteen (1-for-13) reverse stock split of the Common Stock (“Reverse Stock Split”). The Company has filed an amended and restated certificate of incorporation (“Certificate of Incorporation”) with the Secretary of State of Delaware to effect the Reverse Stock Split effective as of 5:00 p.m. Eastern Time on January 6, 2017. Accordingly, each of the Company’s shareholders will receive one (1) new share of Common Stock for every thirteen (13) shares such shareholder held immediately prior to the effective time of the Reverse Stock Split. The Reverse Stock Split affects all of the Company’s issued and outstanding shares of Common Stock. The Reverse Stock Split will also affect the Company’s outstanding stock options, warrants and other exercisable or convertible instruments and will result in the shares underlying such instruments being reduced and the exercise price being increased proportionately to the Reverse Stock Split ratio. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would have otherwise resulted from the Reverse Stock Split will be rounded up to the next whole number of shares.

As a result of the Reverse Stock Split, the number of issued and outstanding shares of Common Stock will be adjusted from 143,427,149 shares to approximately 11,032,858 shares. The number of authorized shares of Common Stock and preferred stock under the Certificate of Incorporation remains the same.

Pursuant to the terms of the Certificate of Designation of Series A 4.5% Convertible Preferred Stock, for the issued and outstanding shares of the Company’s Series A 4.5% Convertible Preferred Stock, par value \$0.01 per share and stated value of \$12.7895 per share (the “Series A Preferred Stock”), the conversion price at which shares of Series A Preferred Stock may be converted into shares of Common Stock will be proportionately adjusted to reflect the Reverse Stock Split.

The Common Stock will begin trading on post Reverse Stock Split basis on NASDAQ Capital Market tier of the NASDAQ Stock Market, at the open of the market on January 9, 2017. The Company’s trading symbol will remain “CUR”. The new CUSIP number for the Common Stock following the Reverse Stock Split is 64127R 401.

The information set forth herein is qualified in its entirety by the terms contained in the Certificate of Incorporation, a copy of which is attached to this report as Exhibit 3.01(i).

Item 8.01 Other Events.

On January 6, 2017, the Company announced the Reverse Stock Split as described in Item 5.03. A copy of the press release is attached to this report as Exhibit 99.01.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
3.01(i)	Amended and Restated Certificate of Incorporation for Neuralstem, Inc.
99.01	Press Release Dated January 6, 2017.

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: January 6, 2017

Neuralstem, Inc.

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

INDEX OF EXHIBITS

**Exhibit
No.**

Description

3.01(i)
99.01

Amended and Restated Certificate of Incorporation for Neuralstem, Inc.
Press Release Dated January 6, 2017.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:15 PM 01/05/2017
FILED 04:15 PM 01/05/2017
SR 20170074336 - FileNumber 3357784

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NEURALSTEM, INC.
a Delaware Corporation**

The undersigned does hereby certify on behalf of Neuralstem, Inc. (the "**Corporation**"), a corporation organized and existing under the Delaware General Corporation Law, as follows:

FIRST: That the undersigned is the duly elected and acting Chief Executive Officer of the Corporation.

SECOND: That the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on February 28, 2001, under the name "Neuralstem, Inc."

THIRD: That, pursuant to Sections 242 and 245 of the Delaware General Corporation Law ("DGCL") of the State of Delaware, the Certificate of Incorporation of the Corporation, as amended to the date of the filing of this certificate, is hereby amended and restated in its entirety as set forth in **Exhibit A** hereto.

FOURTH: That the Amended and Restated Certificate of Incorporation of the Corporation as set forth in **Exhibit A** hereto has been duly adopted and approved by the board of directors and stockholders of the Corporation in accordance with the applicable provisions of Sections 242 and 245 of the DGCL.

FIFTH: That the stockholders of the Corporation approved the amendment at the special meeting of the stockholders of said corporation which was duly called and held upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

SIXTH: That the effective date of this Certificate of Amendment shall be 5:00 p.m. Eastern Time on January 6, 2017.

The undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in the foregoing certificate are true and correct to the knowledge of the undersigned, and that this certificate is the act and deed of the undersigned.

Executed on this 5th day of January, 2017.

By: 
Richard Daly, Chief Executive
Officer

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF NEURALSTEM, INC.**

I.

The name of this corporation is Neuralstem, Inc.

II.

The address of the registered office of the corporation in the State of Delaware is 2140 S. Dupont Hwy, Camden DE 19934, County of Kent and the name of its registered agent is Paracorp Incorporated.

III.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

IV.

On the effective date of this Amended and Rested Certificate of Incorporation, the Corporation will effect a reverse stock split (the "**Reverse Stock Split**") of its outstanding Common Stock pursuant to which every thirteen (13) issued and outstanding shares of the Corporation's Common Stock, par value \$0.01 (the "**Old Common Stock**") will be reclassified and converted into one (1) validly issued, fully paid and non-assessable share of Common Stock, par value \$0.01 (the "**New Common Stock**"). Each certificate representing shares of Old Common Stock will thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; *provided, further*, that no cash will be paid or distributed as a result of the Reverse Stock Split and no fractional shares will be issued. All fractional shares which would otherwise be required to be issued as a result of the Reverse Stock Split will be rounded up to the nearest whole share.

After giving effect to the reverse stock split, the corporation shall have authority to issue shares as follows:

- (i) 300,000,000 shares of New Common Stock, par value \$0.01 per share. Each share of New Common Stock shall entitle the holder thereof to one (1) vote on each matter submitted to a vote at a meeting of stockholders.
 - (ii) 7,000,000 shares of Preferred Stock, par value \$0.01 per share, which may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board of Directors). The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.
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The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

V.

The management of the business and the conduct of the affairs of the corporation shall be vested in its board of directors. The number of directors which shall constitute the whole board of directors shall be fixed by the board of directors in the manner provided for in the bylaws.

The board of directors is expressly empowered to adopt, amend or repeal the bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the corporation.

VI.

The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted under the DGCL, as so amended.

Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence or any act or omission to act giving rise to liability or indemnification.

VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

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Neuralstem Announces a 1-for-13 Reverse Stock Split

GERMANTOWN, Md., Jan. 06, 2017 (GLOBE NEWSWIRE) – Neuralstem, Inc. (Nasdaq:CUR), a biopharmaceutical company focused on the development of central nervous system therapies based on its neural stem cell technology, today announced a reverse stock split of its shares of common stock at a ratio of 1-for-13. The reverse stock split will become effective on Friday, January 6, 2017 after market close and shares of Neuralstem Inc. common stock will trade on a post-split basis on the Nasdaq Capital Market under the Company's existing trading symbol, "CUR," at the market open on Monday, January 9, 2017.

The reverse stock split enables Neuralstem to regain compliance with the \$1.00 minimum bid price condition and thereby fulfill all of the NASDAQ Capital Market continued listing requirements.

"The reverse split along with the recent \$20 million strategic investment has increased our shareholder equity, strengthened our capital structure, and allows us to satisfy all the Nasdaq listing requirements," commented Rich Daly, Chairman and CEO, Neuralstem. "Over the last year we have continued to execute on the new operational and clinical strategy to help increase shareholder confidence and interest in Neuralstem. We look forward to focusing on providing our Phase 2 MDD clinical trial results this year."

At the effect time of the reverse stock split, every thirteen (13) shares of Neuralstem common stock will be combined into one (1) share of common stock. This will reduce the Company's issued and outstanding common stock from approximately 143,427,149 million shares to approximately 11,032,858 million shares. Fractional shares will be rounded up to the nearest whole share and proportional adjustments will be made to the Company's outstanding stock options, warrants and equity incentive plans. The reverse stock split will not materially affect any stockholder's ownership percentage of the Company's common stock.

Additional information regarding Neuralstem Inc.'s reverse stock split is available in the definitive proxy statement, filed August 1, 2016, and the Current Report on Form 8-K to be filed with the U.S. Securities and Exchange Commission.

About Neuralstem

Neuralstem's patented technology enables the commercial-scale production of multiple types of central nervous system stem cells, which are being developed as potential therapies for multiple central nervous system diseases and conditions.

Neuralstem's technology enables the generation of small molecule compounds by screening hippocampal stem cell lines with its proprietary systematic chemical screening process. The screening process has led to the discovery and patenting of molecules that Neuralstem believes may stimulate the brain's capacity to generate new neurons, potentially reversing pathophysiologies associated with certain central nervous system (CNS) conditions.

The company has completed Phase 1a and 1b trials evaluating NSI-189, a novel neurogenic small molecule product candidate, for the treatment of major depressive disorder or MDD, and is currently conducting a Phase 2 efficacy study for MDD.

Neuralstem's stem cell therapy product candidate, NSI-566, is a spinal cord-derived neural stem cell line. Neuralstem is currently evaluating NSI-566 in three indications: stroke, chronic spinal cord injury (cSCI), and Amyotrophic Lateral Sclerosis (ALS).

Neuralstem is conducting a Phase 1 safety study for the treatment of paralysis from chronic motor stroke at the BaYi Brain Hospital in Beijing, China. In addition, NSI-566 was evaluated in a Phase 1 safety study to treat paralysis due to chronic spinal cord injury as well as a Phase 1 and Phase 2a risk escalation, safety trials for ALS. Patients from all three indications are currently in long-term observational follow-up periods to continue to monitor safety and possible therapeutic benefits.

Cautionary Statement Regarding Forward Looking Information

This news release contains "forward-looking statements" made pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements relate to future, not past, events and may often be identified by words such as "expect," "anticipate," "intend," "plan," "believe," "seek" or "will." Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Specific risks and uncertainties that could cause our actual results to differ materially from those expressed in our forward-looking statements include risks inherent in the development and commercialization of potential products, uncertainty of clinical trial results or regulatory approvals or clearances, need for future capital, dependence upon collaborators and maintenance of our intellectual property rights. Actual results may differ materially from the results anticipated in these forward-looking statements. Additional information on potential factors that could affect our results and other risks and uncertainties are detailed from time to time in Neuralstem's periodic reports, including the Annual Report on Form 10-K for the year ended December 31, 2015, and Form 10-Q for the nine months ended September 30, 2016, filed with the Securities and Exchange Commission (SEC), and in other reports filed with the SEC. We do not assume any obligation to update any forward-looking statements.

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