
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): **August 16, 2017**

Asterias Biotherapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36646
(Commission File Number)

46-1047971
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

Asterias Biotherapeutics, Inc. ("Asterias") is filing this Current Report on Form 8-K to report that on August 16, 2017, Michael Mulroy, President and Chief Executive Officer of Asterias, established a pre-arranged stock purchase plan (the "Plan") in order to increase his ownership of Asterias common stock and further align his interests with those of the Asterias' stockholders. The Plan accords with the guidelines of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and Asterias' policies regarding stock transactions by directors, executive officers and other employees. Purchases under the Plan will take place periodically beginning September 2017 through August 2018, subject to the conditions established under the Plan, and Mr. Mulroy will publicly disclose such purchases through Section 16 filings with the Securities and Exchange Commission.

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: August 17, 2017

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