
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): **November 30, 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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As disclosed by Asterias Biotherapeutics, Inc. (the "Company") on May 23, 2017, Dr. Jane Lebkowski previously informed the Company that she expected to transition to a part-time role later in 2017. On November 30, 2017, Dr. Lebkowski transitioned from her role as Chief Scientific Officer of the Company to Scientific Advisor, a non-executive officer role that will report to the Company's Chief Executive Officer. It is anticipated that Dr. Lebkowski will continue to serve in this capacity through early 2018, after which she will be available during a transition period as a consultant to the Company.

On December 1, 2017, Dr. Katharine Spink notified the Company that she is resigning as the Company's Chief Operating Officer, effective January 19, 2018. Dr. Spink has informed the Company that she is returning to her previous career as a consultant and it is anticipated that the Company will maintain a relationship with Dr. Spink as a consultant to the Company.

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: December 5, 2017

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