FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

D

120,000

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Wirth Edward (Last) (First) (Middle) 6300 DUMBARTON CIRCLE					Issuer Name and Ticker or Trading Symbol Asterias Biotherapeutics, Inc. [AST] Date of Earliest Transaction (Month/Day/Year) 03/15/2018 4. If Amendment, Date of Original Filed (Month/Day/Year)									elationship ck all applic Directo	cable)	ng Per	rson(s) to Is		
														Officer below)	(give title				
(Street) FREMONT CA 94555 (City) (State) (Zip)														4. If <i>A</i>) K Form fi	g (Check A _l orting Perso	n		
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transact Date (Month/Day)				ction	ion 2A. Deemed Execution Date,			3. 4. Se Transaction Disp Code (Instr. and			Securities Acquired (Apposed Of (D) (Instr. 3			5. Amou Securitie Benefici Owned	int of es ally	Form (D) o	n: Direct r ect (I)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A (D	or	Price	Following Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		(Instr. 4)
Common Stock (restricted stock units) 03/15					2018		A		50,000 A		4	\$ <mark>0</mark>	135,177			D			
Common Stock 03/15					.018			Α		74,000 A		4	\$0	209	209,177		D		
Common Stock 03/15/2					2018	018		F ⁽¹⁾		22,68	6	5	\$1.95	186,491			D		
			Tab	le II - Deri (e.q					uired, Di						vned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed on Date,	4. Transaction Code (Instr. 8)		5. Number n of		6. Date Exercis Expiration Dat (Month/Day/Ye		sable and	7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		, Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	Beneficial Ownership
					Code	v	(A)	(D)	Date Exercisable		expiration Date	Title	or No	umber					
Stock Options	\$1.95	03/15/2018			A		150,000		(2)	(3/14/2028	Commo		50,000	\$0	150,00	00	D	
Stock Options	\$2.34								(3)	(03/09/2020	Commo	on 19	92,500		192,50	00	D	
Stock	\$3.9								(4)		02/12/2025	Comm	on 5	50,000		50,00	0	D	

Explanation of Responses:

\$3.64

Options

Stock

- 1. Shares withheld for tax purposes exempt under Rule 16(b)-3 in connection with the grant of 74,000 shares of restricted stock, which is reported herewith on this Form 4.
- 2. Subject to Mr. Wirth's continued employment with the Company, 25% of the granted stock options vest on the first anniversary of the grant date, and the remaining 75% of the stock options in equal monthly installments over 36 months commencing after the first anniversary of the grant date. The grant date of these options was March 14, 2018. The stock options are exercisable upon vesting

(5)

- 3. Subject to Mr. Wirth's continued employment with the Company, 25% of the granted stock options vest on the first anniversary of the grant date, and the remaining 75% of the stock options in equal monthly installments over 36 months commencing after the first anniversary of the grant date. The grant date of these options was March 10, 2013. The stock options are exercisable upon vesting.
- 4. Subject to Mr. Wirth's continued employment with the Company, 25% of the granted stock options vest on the first anniversary of the grant date, and the remaining 75% of the stock options in equal monthly installments over 36 months commencing after the first anniversary of the grant date. The grant date of these options was February 26, 2015. The stock options are exercisable upon vesting.
- 5. Subject to Mr. Wirth's continued employment with the Company, 25% of the granted stock options vest on the first anniversary of the grant date, and the remaining 75% of the stock options in equal monthly installments over 36 months commencing after the first anniversary of the grant date. The grant date of these options was February 26, 2016. The stock options are exercisable upon vesting,

s/ Edward Wirth 03/19/2018

120,000

Stock

ommo

02/25/2026

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.	