

MEDISTEM INC.  
Form 425  
January 31, 2014

**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): January 30, 2014 (January 29, 2014)**

**MEDISTEM INC.**

*(Exact Name of Registrant as Specified in Charter)*

**Nevada**

*(State or Other Jurisdiction  
of Incorporation)*

**000-54999**

*(Commission File Number)*

**86-1047317**

*(IRS Employer*

*Identification No.)*

**9255 Towne Centre Drive, Suite 450, San Diego, CA 92121**

*(Address of Principal Executive Offices) (Zip Code)*

**(858) 352-7071**

*(Registrant's telephone number, including area code)*

**N/A**

*(Former name or former address, if changed since last report)*

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))

**Item 1.01 Entry into a Definitive Agreement.**

On January 29, 2014, Intrexon Corporation, XON Cells, Inc. and Medistem Inc. entered into a First Amendment to Agreement and Plan of Merger (the "Amendment") to the parties' Agreement and Plan of Merger dated as of December 19, 2013 (the "Merger Agreement"). The Amendment provides for a second step merger in certain circumstances following the merger contemplated by the Merger Agreement.

The foregoing summary of the Amendment does not purport to be complete and is qualified in its entirety by reference to the definitive document attached hereto as Exhibit 10.1, which is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

See the Exhibit Index immediately following the signature page hereto, which is incorporated herein by reference.

**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.

Date: January 29, 2013

**MEDISTEM INC.**

By: /s/ Alan J. Lewis  
Alan J. Lewis, Ph.D.  
Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit**

**Number Description**

10.1 First Amendment to Agreement and Plan of Merger, dated as of January 29, 2014, by and among Intrexon Corporation, XON Cells, Inc. and Medistem Inc.

