

Asterias Biotherapeutics, Inc.  
Form 4  
October 02, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BIOTIME INC**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Asterias Biotherapeutics, Inc.**  
**[NONE]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1301 HARBOR BAY PARKWAY**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/01/2013**

\_\_\_\_ Director \_\_\_\_ ☒ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**ALAMEDA, CA 94502**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)      | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                             |
|--------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|-----------------------------|
|                                            |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |                             |
| Series A<br>Common<br>Stock <sup>(1)</sup> | 10/01/2013                              |                                                             | J <sup>(2)</sup>                     |                                                                         | 21,773,340 <sup>(1)</sup>                                                                                          | A                                                                       | \$<br>2.3408 <sup>(2)</sup>                                       | 21,823,340 <sup>(1)</sup> D |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Asterias Biotherapeutics, Inc. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|--------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|                                                                          |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                        | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>Number<br>Shares                                 |
| Warrants<br>to<br>Purchase<br>Series B<br>Common<br>Stock <sup>(3)</sup> | \$ 5                                                                  | 10/01/2013                              |                                                             | J <sup>(2)</sup>                        | 3,150,000                                                                                              | 10/01/2013 09/30/2016                                          | Series B<br>Common<br>Stock <sup>(3)</sup> 3,150,000             |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| BIOTIME INC<br>1301 HARBOR BAY PARKWAY<br>ALAMEDA, CA 94502 |               |           | X       |       |

## Signatures

/s/ Judith Segall,  
Secretary 10/01/2013

                     \*\*Signature of Reporting  
Person Date

## Explanation of Responses:

\* 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).

(1) Shares owned are Series B common stock, which may be converted into Series A common stock by the Issuer upon the occurrence of certain events.

Series B common stock and warrants were issued in exchange for assets contributed to the Issuer by BioTime, Inc. pursuant to an Asset

(2) Contribution Agreement. The Series B common stock was issued at an inferred price of \$2.3408. No part of the purchase price was allocated to the warrants.

Warrants pertain to the purchase of Series B common stock. The Series B common stock may be converted into Series A common stock  
(3) by the Issuer upon the occurrence of certain events, and the warrants will become exercisable for the purchase of Series A common stock when outstanding Series B common stock is converted into Series A common stock.

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

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