

Asterias Biotherapeutics, Inc.
 Form 4
 October 02, 2013

FORM 4

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

OMB APPROVAL

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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

(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

(City) (State) (Zip)

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

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

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

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

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

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

Reporting Owners

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

Signatures

/s/ Judith Segall,
Secretary

10/01/2013

**Signature of Reporting Person

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 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.
- (3) Warrants pertain to the purchase of Series B common stock. The Series B common stock may be converted into Series A common stock 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.