

Cellular Biomedicine Group, Inc.
Form 8-K
March 25, 2015

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): March 25, 2015

CELLULAR BIOMEDICINE GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other Jurisdiction of Incorporation)	001-36498 (Commission File Number)	86-1032927 (IRS Employer Identification No.)
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530 University Avenue,
#17
Palo Alto, California 94301
(Address of Principal
Executive Offices) (Zip
Code)

Registrant's telephone number, including area code: (650) 566-5064

(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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR
o 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR
o 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the
o Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the
o Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities.

On March 25, 2015, Cellular Biomedicine Group, Inc. (the “Company”) conducted an initial closing of a financing transaction (the “Financing”) pursuant to which it sold an aggregate of 394,740 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), to selected investors (the “Investors”) at \$38.00 per share, for total gross proceeds of approximately \$15,000,000.

The issuance of the Shares was made in reliance on the exemption from registration provided by Regulation S under the Securities Act.

In connection with the Financing, the Company has agreed to use commercially reasonable efforts to prepare and file a registration statement covering the resale of the Shares within 30 days of closing. The Company also granted to the Investors certain “piggy-back” registration rights, which are triggered at any time when there is not an effective registration statement covering all of the registrable securities, the Company determines to prepare and file a registration statement under the Securities Act of 1933, as amended (the “Securities Act”) relating to an offering of the Company’s securities for the Company’s account or the account of a merger target (subject to certain exceptions, including but not limited to a registration statement on Form S-4 or Form S-8).

The Company may pay a fee in cash equal to 5% of the gross proceeds from non-U.S. investors that were introduced by such finders, which fee will be paid out of the gross proceeds of the Financing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cellular Biomedicine Group, Inc.

Date: March 25, 2015

By: /s/ Bizuo (Tony) Liu
Bizuo (Tony) Liu
Chief Financial Officer