

Edgar Filing: Cellular Biomedicine Group, Inc. - Form 8-K

Cellular Biomedicine Group, Inc.
Form 8-K
December 21, 2017

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): December 15, 2017

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

Delaware	001-36498	86-1032927
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

19925 Stevens Creek Blvd., Suite 100	95014
Cupertino, California	(Zip Code)
(Address of Principal Executive Offices)	

Registrant's telephone number, including area code: (408) 973-7884

(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 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))

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement

On December 15, 2017, Cellular Biomedicine Group, Inc. (the “Company”) entered into a Share Purchase Agreement (the “Agreement”) with three of its executive officers (collectively, the “Purchasers”), pursuant to which the Company agreed to sell, and the Purchasers agreed to purchase an aggregate of 41,667 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) at \$12.00 per share, for total gross proceeds of approximately \$500,000. The closing of the transactions contemplated by the Agreement (the “Closing”) is anticipated to occur on December 22, 2017.

The Company agreed to file a registration statement covering the resale of the Shares as soon as practicable after the Closing. The Company also granted to the Purchasers certain “piggy-back” registration rights on future registration statements of the Company filed pursuant to the Securities Act of 1933, as amended (the “Securities Act”) (subject to certain exceptions, including but not limited to the filing of a registration statement on Form S-4 or Form S-8).

The Purchasers agreed to indemnify the Company and its representatives for any breaches of the Purchasers’ representations, warranties or covenants in the Agreements as well as for any transfer taxes incurred. The Company agreed to indemnify the Purchasers and their representatives for any breaches of the Company’s representations, warranties or covenants in the Agreements.

The foregoing description of the Agreements does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreements, a form of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

The issuance of the Shares was made in reliance on the exemption from registration pursuant to Section 4(a)(2) the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Share Purchase Agreement, dated December 15, 2017

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: December 21, 2017 By: /s/ Bizuo (Tony) Liu
Bizuo (Tony) Liu
Chief Executive Officer