

Yao Yihong
 Form 5
 February 14, 2019

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Yao Yihong

2. Issuer Name and Ticker or Trading Symbol
 Cellular Biomedicine Group, Inc.
 [CBMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Chief Scientific Officer

1345 AVENUE OF THE AMERICAS, FL. 15

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10105

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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	10/26/2018	Â	S4	194 D	\$ 12.75 ⁽²⁾	26,107 ⁽⁵⁾	D Â
Common Stock	11/27/2018	Â	S4	194 D	\$ 18.07 ⁽³⁾	25,913 ⁽⁵⁾	D Â
Common Stock	12/27/2018	Â	S4	194 D	\$ 17.64	25,719 ⁽⁵⁾	D Â

(4)

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

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(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. of D
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yao Yihong 1345 AVENUE OF THE AMERICAS, FL. 15 NEW YORK, NY 10105	Â	Â	Â Chief Scientific Officer	Â

Signatures

/s/ Yihong Yao 02/14/2019
 **Signature of Date
 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).
- As previously reported on the Reporting Person's Form 4 filed on April 3, 2017, on March 27, 2017, the Reporting Person was granted
- (1) 26,500 restricted stock units ("RSUs") (Grant No. LTIP RSU G4) under the Cellular Biomedicine Group, Inc. 2014 Stock Incentive Plan (the "Plan"), which RSUs vest according to the following schedule: 1/48th per month, with the first installment vested on March 27, 2017.
 - (2) On October 26, 2018, upon vesting of his RSUs, the Reporting Person sold an aggregate of 194 shares of common stock at a per share price of \$12.75. The transaction was effectuated for the purpose of fulfilling his tax obligations in accordance with the terms of his employment agreement and the Plan. Accordingly, the Reporting Person had no discretion with regard to the timing of the transaction.
 - (3) On November 27, 2018, upon vesting of his RSUs, the Reporting Person sold an aggregate of 194 shares of common stock at a per share price of \$18.07. The transaction was effectuated for the purpose of fulfilling his tax obligations in accordance with the terms of his employment agreement and the Plan. Accordingly, the Reporting Person had no discretion with regard to the timing of the transaction.

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- (4) On December 27, 2018, upon vesting of his RSUs, the Reporting Person sold an aggregate of 194 shares of common stock at a per share price of \$17.64. The transaction was effectuated for the purpose of fulfilling his tax obligations in accordance with the terms of his employment agreement and the Plan. Accordingly, the Reporting Person had no discretion with regard to the timing of the transaction.

- (5) The amount only includes shares of common stock granted as part of the Restricted Stock Units under the Cellular Biomedicine Group, Inc. 2014 Stock Incentive Plan and does not include any other shares of common stock of the issuer owned by the Reporting Person, the ownership of which has been reported in his prior filings pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.