

Chan Andrew K
 Form 5
 February 14, 2019

FORM 5

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

OMB APPROVAL

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 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 *
 Chan Andrew K

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)
 Ch Legal Ofr, Corp Dev & Sec

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)
Common Stock ⁽¹⁾	05/27/2018	Â	F4	106 D	\$ 17.1 ₍₂₎	22,894 ₍₁₀₎ D	Â
Common Stock	06/27/2018	Â	F4	106 D	\$ 19.55 ₍₃₎	22,788 ₍₁₀₎ D	Â
Common Stock	07/27/2018	Â	F4	106 D	\$ 20.6 ₍₄₎	22,682 ₍₁₀₎ D	Â

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Common Stock	08/27/2018	Â	F4	106	D	\$ 20.85 (5)	22,576 (10)	D	Â
Common Stock	09/27/2018	Â	F4	154	D	\$ 22 (6)	22,422 (10)	D	Â
Common Stock	10/26/2018	Â	S4	168	D	\$ 12.75 (7)	22,254 (10)	D	Â
Common Stock	11/27/2018	Â	S4	178	D	\$ 18.07 (8)	22,076 (10)	D	Â
Common Stock	12/27/2018	Â	S4	178	D	\$ 17.64 (9)	21,898 (10)	D	Â

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 Se B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chan Andrew K 1345 AVENUE OF THE AMERICAS, FL. 15 NEW YORK, NY 10105	Â	Â	Â Ch Legal Ofr, Corp Dev & Sec	Â

Signatures

/s/ Andrew Chan

02/14/2019

**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) As previously reported on the Reporting Person's Form 4 filed on April 3, 2017, the Reporting Person was granted 23,000 restricted stock units ("RSUs") (Grant No. LTIP RSU G5) under the Cellular Biomedicine Group, Inc. 2014 Stock Incentive Plan (the "Plan"), which RSUs vest over a period of four years according to the following schedule: 1/48th per month, with the first installment vested on March 27, 2017.

(2) On May 27, 2018, 479 RSUs vested and were delivered to the Reporting Person. Of the 479 RSUs that were vested and delivered, 106 shares of common stock were withheld (at the closing price of the Company's common stock on the NASDAQ Global Market on Friday, May 25, 2018) to satisfy the tax obligation relating to the vesting of the RSUs pursuant to Section 16b-3(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(3) On June 27, 2018, 479 RSUs vested and were delivered to the Reporting Person. Of the 479 RSUs that were vested and delivered, 106 shares of common stock were withheld (at the closing price of the Company's common stock on the NASDAQ Global Market on Tuesday, June 26, 2018) to satisfy the tax obligation relating to the vesting of the RSUs pursuant to Section 16b-3(e) under the Exchange Act.

(4) On July 27, 2018, 479 RSUs vested and were delivered to the Reporting Person. Of the 479 RSUs that were vested and delivered, 106 shares of common stock were withheld (at the closing price of the Company's common stock on the NASDAQ Global Market on Thursday, July 26, 2018) to satisfy the tax obligation relating to the vesting of the RSUs pursuant to Section 16b-3(e) under the Exchange Act.

(5) On August 27, 2018, 479 RSUs vested and were delivered to the Reporting Person. Of the 479 RSUs that were vested and delivered, 106 shares of common stock were withheld (at the closing price of the Company's common stock on the NASDAQ Global Market on Friday, August 24, 2018) to satisfy the tax obligation relating to the vesting of the RSUs pursuant to Section 16b-3(e) under the Exchange Act.

(6) On September 27, 2018, 479 RSUs vested and were delivered to the Reporting Person. Of the 479 RSUs that were vested and delivered, 154 shares of common stock were withheld (at the closing price of the Company's common stock on the NASDAQ Global Market on Wednesday, September 26, 2018) to satisfy the tax obligation relating to the vesting of the RSUs pursuant to Section 16b-3(e) under the Exchange Act.

(7) On October 26, 2018, upon vesting of his RSUs, the Reporting Person sold an aggregate of 168 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.

(8) On November 27, 2018, upon vesting of his RSUs, the Reporting Person sold an aggregate of 178 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.

(9) On December 27, 2018, upon vesting of his RSUs, the Reporting Person sold an aggregate of 178 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.

(10) 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 Exchange Act.

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