

Neuralstem, Inc.  
Form 10-K/A  
October 05, 2010

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

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FORM 10-K/A

Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009.

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 000-1357459

NEURALSTEM, INC.

(Exact name of registrant as specified in its charter)

Delaware  
State or other jurisdiction of  
incorporation or organization

52-2007292  
(I.R.S. Employer  
Identification No.)

9700 Great Seneca Highway  
Rockville, MD  
(Address of principal executive offices)

20850  
(Zip Code)

Registrant's telephone number, including area code (301)-366-4841

Securities registered pursuant to Section 12(b) of the Act:

Title of each class  
Common stock, \$0.01 par value

Name of each exchange on which registered  
NYSE Amex

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold as of the last business day of the registrant's most recently completed second fiscal quarter based upon the closing price of the common stock as reported by NYSE Amex on such date, was approximately \$33,827,962.

The number of shares outstanding of Registrant's common stock, \$0.01 par value at March 25, 2010 was 42,820,875.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission ("SEC") on March 31, 2010 (the "Original 10-K"), solely for the purpose of filing an employment agreement mistakenly omitted from our prior filings. The agreement is being filed as Exhibit 10.05.

Except as described above, this Amendment No. 1 does not amend any other information set forth in the Original 10-K, and the Company has not updated disclosures included therein to reflect any events that occurred subsequent to the period covered by the Original 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original 10-K and the Company's filings made with the SEC subsequent to the filing of the Original 10-K.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NEURALSTEM, INC.

Date: October 5, 2010

By: /s/ I Richard Garr  
Name: I Richard Garr  
Title: President and Chief  
Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the following capacities and on the dates indicated.

Name	Title	Date
I. Richard Garr	President, Chief Executive Officer, General Counsel and Director	October 5, 2010
I. Richard Garr	(Principal executive officer)	
John Conron	Chief Financial Officer (Principal financial and accounting officer)	October 5, 2010
John Conron		
Karl Johe	Chairman of the Board and Director	October 5, 2010
Karl Johe		
William Oldaker	Director	October 5, 2010
William Oldaker		
Scott Ogilvie	Director	October 5, 2010
Scott Ogilvie		

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## INDEX TO EXHIBITS

Exhibit No.	Description	Filed Herewith	Incorporated by Reference			Filing Date
			Form	Exhibit No.	File No.	
3.01(i)	Amended and Restated Certificate of Incorporation of Neuralstem, Inc. filed on 9/29/05		10-K	3.01(i)	001-33672	3/31/09
3.02(i)	Certificate of Amendment to Certificate of Incorporation of Neuralstem, Inc. filed on 5/29/08		DEF 14A	Appendix I	001-33672	4/24/08
3.03(ii)	Amended and Restated Bylaws of Neuralstem, Inc. adopted on July 16, 2007		10-QSB	3.2(i)	333-132923	8/14/07
4.01**	Amended and Restated 2005 Stock Plan adopted on June 28, 2007		10-QSB	4.2(i)	333-132923	8/14/07
4.02**	Non-qualified Stock Option Agreement between Neuralstem, Inc. and Richard Garr dated July 28, 2005		SB-2	4.4	333-132923	6/21/06
4.03**	Non-qualified Stock Option Agreement between Neuralstem, Inc. and Karl Johe dated July 28, 2005		SB-2	4.5	333-132923	6/21/06
4.04	Private Placement Memorandum for March 2006 offering		SB-2	4.12	333-132923	6/21/06
4.05	Form of Placement Agent Warrant issued in connection with the March 2006 offering		SB-2	4.13	333-132923	6/21/06
4.06	Form of Series A Warrant (\$1.50) issued in connection with the March 2006 offering		SB-2	4.14	333-132923	6/21/06
4.07	Form of Series B Warrant (\$2.00) issued in connection with the March 2006 offering		SB-2	4.15	333-132923	6/21/06
4.08	Form of Subscription Agreement for March 2006 offering		SB-2	4.16	333-132923	7/26/06
4.09	Form of Securities Purchase Agreement dated March 15, 2007		8-K	4.1	333-132923	3/16/07
4.10	Form of Common Stock Purchase Warrant dated March 15, 2007 (Series C)		8-K	4.2	333-132923	3/16/07

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4.11	Form of Registration Rights Agreement dated March 15, 2007	8-K	4.3	333-132923	3/16/07
4.12**	Neuralstem, Inc. 2007 Stock Plan	10-QSB	4.21	333-132923	8/14/07

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Exhibit No.	Description	Filed Herewith	Incorporated by Reference			Filing Date
			Form	Exhibit No.	File No.	
4.13	Form of Common Stock Purchase Warrant Issued to Karl Johe on June 5, 2007		10-KSB	4.22	001-33672	3/27/08
4.14	Form of Registration Rights Agreement entered into on February 19, 2008 between the Company and CJ CheilJedang Corporation		8-K	10.20	001-33672	2/25/08
4.15	Form of Placement Agent Warrant Issued to Midtown Partners & Company on December 18, 2008		8-K	4.1	001-33672	12/18/08
4.16	Form of Consultant Common Stock Purchase Warrant issued on January 5, 2009		S-3/A	10.1	333-157079	02/3/09
4.17	Form of Series D, E and F Warrants		8-K	4.01	001-33672	7/1/09
4.18	Form of Placement Agent Warrant		8-K	4.02	001-33672	7/1/09
4.19	Form of December 29, 2009 Securities Purchase Agreement		10-K	4.19	001-33672	3/31/10
4.20	Form of Consultant Warrant Issued January 8, 2010		10-K	4.20	001-33672	3/31/10
4.21	Form of Replacement Warrant Issued January 29, 2010		10-K	4.21	001-33672	3/31/10
4.22	Form of Replacement Warrant Issued March of 2010		10-K	4.22	001-33672	3/31/10
4.23	Form of employee and consultant option grant		10-K	4.23	001-33672	3/31/10
10.01**	Employment Agreement with I. Richard Garr dated January 1, 2007 and amended as of November 1, 2005		SB-2	10.1	333-132923	6/21/06
10.02**	Amended terms to the Employment Agreement of I Richard Garr dated January 1, 2008		10-K	10.02	001-33672	3/31/09
10.03**	Employment Agreement with Karl Johe dated January 1, 2007 and amended as of November 1, 2005		SB-2	10.1	333-132923	6/21/06

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10.04**	Amended terms to the Employment Agreement of Karl Johe dated January 1, 2009	10-K	10.04	001-33672	3/31/09
10.05	Employment Agreement with Thomas Hazel, Ph.D. dated August 11, 2008	*			
14.01	Neuralstem Code of Ethics	SB-2	14.1	333-132923	6/21/06

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Exhibit No.	Description	Filed Herewith	Incorporated by Reference			Filing Date
			Form	Exhibit No.	File No.	
14.02	Neuralstem Financial Code of Profession Conduct adopted on May 16, 2007		8-K	14.2	333-132923	6/6/07
23.01	Consent of Stegman & Company		10-K	23	001-33672	3/31/09
31.1	Certification of the Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*				
31.2	Certification of the Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*				
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. § 1350	*				
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. § 1350	*				

\*\*Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.