

Asterias Biotherapeutics, Inc.
 Form 4
 March 02, 2016

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BIOTIME INC

2. Issuer Name and Ticker or Trading Symbol
Asterias Biotherapeutics, Inc. [AST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1010 ATLANTIC AVENUE, SUITE 102

3. Date of Earliest Transaction (Month/Day/Year)
 02/29/2016

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

(Street)
 ALAMEDA, CA 94501

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (D) Price			
Series A Common Stock	02/29/2016		J ⁽¹⁾	75,771 D	21,747,569	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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 Security (Instr. 3 and 4)
Warrants to purchase Series A Common Stock	\$ 5	02/29/2016		J ⁽¹⁾	3,150,000	10/01/2013 09/30/2016	Series A Common Stock 3,150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIOTIME INC 1010 ATLANTIC AVENUE, SUITE 102 ALAMEDA, CA 94501			X	

Signatures

/s/ Russell Skibsted, Chief Financial Officer
03/02/2016
**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) The Reporting Person transferred to the Issuer 75,771 shares Series A Common Stock of the Issuer and warrants to purchase 3,150,000 shares of Series A Common Stock of the Issuer in connection with a (a) the cross-licensing and sublicensing of certain patent rights and technology between the Issuer, the Reporting Person and another subsidiary of the Reporting Person, and (b) the transfer of shares of capital stock of certain subsidiaries of the Reporting Person from the Issuer to the Reporting Person. The shares of Series A Common Stock were valued at \$3.07 per share, and the warrants were valued at \$2,906,883, by the Reporting Person and the Issuer for purposes of the transaction.

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