

BIOTIME INC  
Form 10-Q/A  
January 13, 2015

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

FORM 10-Q/A-1  
(Mark One)

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

For the quarterly period ended September 30, 2014

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 1-12830

BioTime, Inc.  
(Exact name of registrant as specified in its charter)

California 94-3127919  
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

1301 Harbor Bay Parkway, Suite 100  
Alameda, California 94502  
(Address of principal executive offices)

(510) 521-3390  
(Registrant's telephone number, including area code)

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. T Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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). T Yes No

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 T

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

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

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APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 83,121,710 common shares, no par value, as of November 5, 2014

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Explanatory Note

This Amendment No. 1 (the "Amendment") to the Quarterly Report on Form 10-Q of BioTime, Inc. ("BioTime") for the quarter ended September 30, 2014 (the "Quarterly Report") is being filed in response to comments received from the staff of the Securities and Exchanges Commission (the "SEC") in connection with BioTime's request for confidential treatment for certain portions of the Clinical Trial and Option Agreement, dated September 8, 2014, between BioTime's subsidiary Asterias Biotherapeutics, Inc. and Cancer Research UK and Cancer Research Technology Limited (the "CRUK Agreement"). This Amendment (a) amends Item 6 of Part II (Exhibits) and (b) re-files a version of the CRUK Agreement with fewer provisions omitted under our request for confidential treatment.

This Amendment should be read in conjunction with the Quarterly Report and BioTime's other filings made with the SEC subsequent to the filing of the Quarterly Report. This Amendment speaks as of the date of the Quarterly Report, does not include any changes to BioTime's financial statements included in the Quarterly Report, and does not reflect events occurring after November 7, 2014, the date the Quarterly Report was filed.

PART II - OTHER INFORMATION

Item 6. Exhibits

Exhibit

Numbers Description

- 3.1 Articles of Incorporation with all amendments.(1)
- 3.2 By-Laws, As Amended. (2)
- 4.1 Specimen of Series A Convertible Preferred Stock Certificate (3)
- 4.2 Certificate of Determination of Series A Convertible Preferred Stock (3)
- 4.3 Warrant Agreement, dated October 1, 2013, as amended September 19, 2014, between BioTime, Inc. and American Stock Transfer & Trust Company, LLC (4)
- 4.4 Form of Warrant (included in Exhibit 4.3) (4)
- 10.1 Clinical Trial and Option Agreement, dated September 8, 2014, between Asterias Biotherapeutics, Inc. and Cancer Research UK and Cancer Research Technology Limited(Portions of this exhibit have been omitted pursuant to a request for confidential treatment) \*
- 31 Rule 13a-14(a)/15d-14(a) Certification.\*
- 32 Section 1350 Certification.\*\*
- 101 Interactive Data File
- 101.INS XBRL Instance Document \*\*
- 101.SCHXBRL Taxonomy Extension Schema \*\*
- 101.CALXBRL Taxonomy Extension Calculation Linkbase \*\*
- 101.LABXBRL Taxonomy Extension Label Linkbase \*\*
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase \*\*
- 101.DEF XBRL Taxonomy Extension Definition Document \*\*

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(1) Incorporated by reference to BioTime's Annual Report on Form 10-K/A-1 for the year ended December 31, 2013 filed with the Securities and Exchange Commission on April 30, 2014

(2) Incorporated by reference to Registration Statement on Form S-1, File Number 33-48717 and Post-Effective Amendment No. 1 thereto filed with the Securities and Exchange Commission on June 22, 1992, and August 27, 1992, respectively.

(3) Incorporated by reference to BioTime's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 5, 2014

(4) Incorporated by reference to BioTime's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 23, 2014.

\* Filed herewith.

\*\* Previously filed with to BioTime's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this this Amendment No. 1 on Form 10-Q /A to be signed on its behalf by the undersigned, thereunto duly authorized.

BIOTIME, INC.

Date: January 13, 2015 /s/ Michael D. West  
Michael D. West  
Chief Executive Officer

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