Neuralstem, Inc. Form 10-Q August 16, 2010

## U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM 10-Q

(Mark one)

x Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended June 30, 2010

Or

Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 000-1357459

#### NEURALSTEM, INC.

(Exact name of registrant as specified in its charter)

Delaware 52-2007292
State or other jurisdiction of (I.R.S. Employer incorporation or organization Identification No.)

9700 Great Seneca Highway
Rockville, MD
20850
(Address of principal executive offices)
(Zip Code)

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

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.

x 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).

x 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 " Accelerated filer " Smaller reporting company x

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

As of July 21, 2010 there were 46,008,024 shares of common stock, \$.01 par value, issued and outstanding.

## Neuralstem, Inc.

#### **Table of Contents**

PART I -	FINANCIAL INFORMATION	Page
Item 1.	Financial Statements	3
	Balance Sheets as of June 30, 2010 (Unaudited) and December 31, 2009	3
	Statements of Operations (Unaudited) Three and six months ended June 30, 2010 and 2009	4
	Statements of Cash Flows (Unaudited) For the six months ended June 30, 2010 and 2009	5
	Statements of Changes in Stockholders' (Deficit) Equity (Unaudited) For the period from January 1, 2010 through June 30, 2010	6
	Notes to Financial Statements (Unaudited)	7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	12
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	23
Item 4.	Controls and Procedures	23
PART II -	OTHER INFORMATION	
Item 1.	Legal Proceedings	24
Item 1A.	Risk Factors	24
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	31
Item 3.	Defaults Upon Senior Securities	32
Item 4.	(Removed and Reserved).	32
Item 5.	Other Information	32
Item 6.	Exhibits	32
2		

# PART I FINANCIAL INFORMATION

#### ITEM 1. FINANCIAL STATEMENTS

### Neuralstem, Inc.

### **Balance Sheets**

ASSETS		June 30, 2010 (Unaudited)		December 31, 2009
CURRENT ASSETS	٨	11007717	Φ.	2 200 == 1
Cash and cash equivalents	\$	14,025,745	\$	2,309,774
Prepaid expenses		272,613		143,600
Total current assets		14,298,358		2,453,374
Total current assets		14,290,336		2,433,374
Property and equipment, net		187,113		196,755
Intangible assets, net		370,421		301,560
Other assets		49,409		55,716
Total assets	\$	14,905,301	\$	3,007,405
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)				
CURRENT LIABILITIES				
Accounts payable and accrued expenses	\$	1,144,916	\$	791,607
Accrued bonus expense		588,338		769,215
Fair value of warrant obligations		2,189,064		-
Total current liabilities		3,922,318		1,560,822
LONG-TERM LIABILITIES				
Fair value of warrant obligations		-		6,462,039
Total liabilities		3,922,318		8,022,861
STOCKHOLDERS' EQUITY (DEFICIT)				
Preferred stock, 7,000,000 shares authorized, zero shares issued and outstanding		-		_
Common stock, \$0.01 par value; 150 million shares authorized, 46,008,024 and 35,743,831 shares outstanding in 2010 and 2009				
respectively		460,080		357,438
T. T		,		22.,100

	89,808,035	62,193,937		
	(79,285,132)	(67,566,831)		
	10,982,983	(5,015,456)		
\$	14,905,301 \$	3,007,405		
See accompanying notes.				
	\$	(79,285,132) 10,982,983		

### Neuralstem, Inc.

# Statements of Operations (Unaudited)

	Three Months			Six Months
	Ended June 30,			Ended June 30,
2010		2009	2010	