

Edgar Filing: Cellular Biomedicine Group, Inc. - Form 8-K

Cellular Biomedicine Group, Inc.
Form 8-K
March 22, 2019

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 21, 2019

CELLULAR BIOMEDICINE GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-36498	86-1032927
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1345 Avenue of the Americas, Fl15	10105
New York, NY	
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (347) 905 5663

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 1.01.

ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On March 21, 2019, Cellular Biomedicine Group, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Cantor Fitzgerald & Co. and Robert W. Baird & Co. Incorporated, as representatives of the several underwriters set forth therein (collectively, the “Underwriters”), relating to an underwritten public offering (the “Offering”) of 1,029,412 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), at an offering price to the public of \$17.00 per share. Under the terms of the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 154,411 shares of Common Stock.

The Shares will be issued pursuant to the Company’s currently effective shelf registration statement on Form S-3 and an accompanying prospectus (Registration Statement No. 333-210337) filed with the Securities and Exchange Commission (the “Commission”), which was declared effective by the Commission on June 17, 2016 (the “Registration Statement”), and a preliminary prospectus supplement filed and a final prospectus supplement to be filed with the Commission in connection with the Offering. The closing of the offering is expected to take place on or about March 25, 2019, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the opinion of Ellenoff Grossman & Schole LLP relating to the validity of the issuance and sale of the Shares in the Offering is attached as Exhibit 5.1 hereto.

ITEM 8.01.

OTHER EVENTS.

On March 21, 2019, the Company issued a press release announcing that it had priced an underwritten offering of its Common Stock. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In connection with the Offering, the Company will file a final prospectus supplement to the Registration Statement. The final prospectus supplement will describe certain elements of the Company’s business strategy, preclinical and clinical pipeline, industry information and certain additional risk factors, including those attached as Exhibit 99.2 and incorporated by reference herein.

The disclosures on this Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

1.1 Underwriting Agreement, dated March 21, 2019, by and among Cellular Biomedicine Group, Inc., Cantor Fitzgerald & Co. and Robert W. Baird & Co. Incorporated, as representatives of the several underwriters

5.1 Opinion of Ellenoff Grossman & Schole LLP

23.1 Consent of Ellenoff Grossman & Schole LLP (contained in Exhibit 5.1)

99.1 Press Release, dated March 21, 2019

99.2 Additional Business Information

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cellular Biomedicine Group,
Inc.

Date: March 22, 2019 By: /s/ Bizuo (Tony) Liu
Bizuo (Tony) Liu
Chief Executive Officer