



**(Issuer Telephone number)**

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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 (see General Instruction A.2. below):

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))

**Item 7.01 Regulation FD Disclosure.**

On November 8, 2016, Neuralstem, Inc. (the “Company”) filed its quarterly report for the three and nine month periods ended September 30, 2016. As disclosed in the quarterly report, as of September 30, 2016, the Company’s total stockholders' (deficit) equity was (\$3,784,951). On December 12, 2016, the Company announced the closing of the strategic investment by Tianjin Pharmaceuticals Group International Holdings Co., LTD. which resulted in gross proceeds to the Company of approximately \$20,000,000. Based upon completion of the strategic investment, as of the date of this filing, the Company believes it now has stockholders' equity in excess of \$2.5 million, which is the minimum required equity standard for continued listing on The Nasdaq Capital Market as provided for in Nasdaq Listing Rule 5550(b)(1).

The information contained in this Item 7.01 to this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information or such exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The information set forth in this Form 8-K relating to this item 7.01 shall not be deemed an admission as to the materiality of any information in this report that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 14, 2016 Neuralstem, Inc.

/s/ Richard Daly  
By: Richard Daly  
Chief Executive Officer

