

Amarantus BioSciences, Inc.  
Form 8-K  
November 08, 2012

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) November 7, 2012

**AMARANTUS BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

Commission File No. **333-148922**

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**26-0690857**

(IRS Employer  
identification No.)

675 Almanor Ave., Sunnyvale, CA 94085  
(Address of principal executive offices)(zip code)

**(408) 737-2734**

(Registrant's telephone number, including area code)

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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 Instructions A-2 below):

- .. Written communications pursuant to Rule 425 under the Securities Act.
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

**Prepared By:**

*Amarantus Biosciences, Inc.*

675 Almanor Ave.

Sunnyvale, CA 94085

www.Amarantus.com

This Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the possible benefits of MANF therapeutic applications and/or advantages presented by Amaranthus' PhenoGuard technology, as well as statements about expectations, plans and prospects of the development of Amaranthus' new product candidates. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including the risks that the anticipated benefits of the therapeutic drug candidates or discovery platforms, as well as the risks, uncertainties and assumptions relating to the development of Amaranthus' new product candidates, including those identified under "Risk Factors" in Amaranthus' most recently filed Annual Report on Form 10-K and Quarterly Report on Form 10-Q and in other filings Amaranthus periodically makes with the SEC. Actual results may differ materially from those contemplated by these forward-looking statements Amaranthus does not undertake to update any of these forward-looking statements to reflect a change in its views or events or circumstances that occur after the date of this presentation.

#### **Item 8.01. Other Events**

On November 7, 2012, Amaranthus BioSciences, Inc. issued a Convertible Promissory Note to an individual private high-net worth investor in the principal amount of \$50,000.00. The Note bears interest at the rate of six percent (6%) per annum until paid in full converts and automatically into shares of Amaranthus common stock at the price of \$0.05 per share upon maturity. The use of proceeds from this note are restricted to:

1. Analyzing, processing and submitting data from the Company's ongoing animal experiments comparing MANF and GDNF to the Michael J. Fox Foundation, to be completed within 45 days;
2. Completing the recruiting of the scientific team required to re-validate Phase 1 clinical data of the Company's NuroPro Parkinson's Disease Blood Test, to be completed within 30 days;
3. Completing the recruiting of certain key seasoned biopharmaceutical executives to the Company's management team and Board of Directors, to be completed within 15 days;
4. Finance the Company to a more substantial financing event.

The principal amount of the Note is not material to Amaranthus and when converted, the number of shares issued in conversion would be less than one percent (1%) of the outstanding shares of Amaranthus.

SIGNATURES

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

Dated: 7 November 2012.

Amarantus BioSciences, Inc.  
(Registrant)

By: /s/ Gerald Commissiong  
Gerald Commissiong  
Chief Executive Officer