

Amarantus Bioscience Holdings, Inc.  
Form SC 13G  
December 29, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c)  
and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2**

**(AMENDMENT NO. \_\_\_)\***

Amarantus Bioscience Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

02300U205

(CUSIP Number)

December 22, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Gemini Master Fund, Ltd.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  
  
(b)  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

<u>NUMBER OF</u>	<u>SOLE VOTING POWER</u>
<u>SHARES</u>	5
<u>BENEFICIALLY</u>	0
<u>OWNED BY</u>	<u>SHARED VOTING POWER</u>
<u>EACH</u>	6
<u>REPORTING</u>	1,905,601
<u>PERSON WITH</u>	<u>SOLE DISPOSITIVE POWER</u>
	7
	0
	8 <u>SHARED DISPOSITIVE POWER</u>

1,905,601

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

1,905,601

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

10

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11

9.99%

TYPE OF REPORTING PERSON\*

12

CO

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 02300U205 13G Page 3 of 7 Pages

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES ONLY)

1

Gemini Strategies LLC, Inc.  
CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a)  
  
(b)  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Nevada

<u>NUMBER OF</u>	<u>SOLE VOTING POWER</u>
<u>SHARES</u>	5
<u>BENEFICIALLY</u>	0
<u>OWNED BY</u>	<u>SHARED VOTING POWER</u>
<u>EACH</u>	6
<u>REPORTING</u>	1,905,601
<u>PERSON WITH</u>	<u>SOLE DISPOSITIVE POWER</u>
	7
	0
	8 <u>SHARED DISPOSITIVE POWER</u>

1,905,601

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

1,905,601

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

10

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11

9.99%

TYPE OF REPORTING PERSON\*

12

CO

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

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NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Steven Winters

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF      SOLE VOTING POWER

SHARES            5

BENEFICIALLY 0  
SHARED VOTING POWER

OWNED BY            6

EACH

1,905,601  
REPORTING      SOLE DISPOSITIVE POWER

PERSON WITH 7

0  
8 SHARED DISPOSITIVE POWER

1,905,601

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

1,905,601

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

10

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

11

9.99%

TYPE OF REPORTING PERSON\*

12

IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

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**Item 1(a). Name of Issuer:**

Amarantus Bioscience Holdings, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

655 Montgomery Street, Suite 900

San Francisco, CA

**Item 2(a). Name of Persons Filing:**

Gemini Master Fund, Ltd,

Gemini Strategies LLC, Inc.

Steven Winters

All of the securities covered by this report are owned directly by Gemini Master Fund, Ltd. Gemini Strategies LLC, Inc. is the investment manager of Gemini Master Fund, Ltd., and Steven Winters is the president of Gemini Strategies LLC, Inc. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that either Gemini Strategies LLC, Inc. or Steven Winters is the beneficial owner of any of the securities covered by this statement, and each of Gemini Strategies LLC, Inc. and Steven Winters expressly disclaims any equitable or beneficial ownership of such securities.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

Address for all filers: c/o Gemini Strategies LLC, Inc., 619 South Vulcan Ave., Suite 203, Encinitas, CA 92024

**Item 2(c). Citizenship:**

Gemini Master Fund, Ltd. was organized under the laws of the Cayman Islands.

Gemini Strategies LLC, Inc. was formed under the laws of the State of Nevada.

Steven Winters is a United States citizen.

**Item 2(d). Title of Class of Securities:**

Common Stock, \$0.001 par value

**Item 2(e). CUSIP Number:**

02300U205

**Item 3. If this statement is filed pursuant to rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is**  
**a:**

Not Applicable

**Item 4. Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 1,905,601\* shares of Common Stock as of December 28, 2015

(b) Percent of Class: 9.99%\*

The Reporting Persons' beneficial ownership of 1,905,601\* shares of Common Stock constitutes 9.99%\* of all the outstanding shares of Common Stock, based upon 18,439,640 shares of Common Stock outstanding as of December 23, 2015, as reported by the Chief Financial Officer of the Issuer to Gemini Master Fund, Ltd. ("Gemini"), plus 418,556 Make-Whole Dividend Shares (as defined below) issued to Gemini after December 23, 2015, plus shares of Common

Stock issuable upon conversion of the Preferred Shares (as defined below) and upon exercise of the Warrant (as defined below).

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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 1,905,601\*

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 1,905,601\*

\*Subject to the Ownership Limitation (defined below), the Reporting Persons may be deemed to beneficially own a total of 2,723,811 shares of Common Stock, consisting of (i) 1,270,153 shares of Common Stock ("Common Shares") held by Gemini, (ii) 418,556 shares of Common Stock ("Make-Whole Dividend Shares") issued or being issued to Gemini on or about December 28, 2015, (iii) 979,547 shares of Common Stock issuable upon conversion of 194.44 shares of the Issuer's Series E 12% Convertible Preferred Stock ("Preferred Shares") issued to Gemini on or about July 9, 2015 (without dividend accrual), and (iv) 55,556 shares of Common Stock issuable to Gemini upon exercise in full of a Warrant issued to Gemini in connection with the issuance of the Preferred Shares (the "Warrant").

In accordance with Rule 13d-4 under the Securities Exchange Act of 1934, as amended, because the number of shares of Common Stock into which the Preferred Shares are convertible and the Warrant is exercisable is limited, pursuant to the terms of such instruments, to that number of shares of Common Stock which would result in the Reporting Persons having beneficial ownership of 9.99% of the total issued and outstanding shares of Common Stock (the "Ownership Limitation"), the Reporting Persons disclaim beneficial ownership of any and all shares of Common Stock that would cause any Reporting Person's beneficial ownership to exceed the Ownership Limitation. Therefore, in accordance with the Ownership Limitation, based upon 18,858,196 shares of Common Stock outstanding as of the date hereof, each of the Reporting Persons beneficially owns 1,905,601 shares of Common Stock and disclaims beneficial ownership of 818,210 shares of Common Stock issuable conversion of the Preferred Shares and exercise of the Warrant.

In addition, as permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Gemini Strategies LLC, Inc., in its capacity as investment manager for Gemini, is the beneficial owner of the Common Shares, the Make-Whole Dividend Shares, the Preferred Shares or the Warrant, or that Steven Winters, in his capacity as president or principal of Gemini Strategies LLC, Inc., is the beneficial owner of the Common Shares, the Make-Whole Dividend Shares, the Preferred Shares or the Warrant. Each of Gemini Strategies LLC, Inc. and Steven Winters

expressly disclaims any equitable or beneficial ownership of the Common Shares, the Make-Whole Dividend Shares, the Preferred Shares or the Warrant.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company of Control Person:**

Not Applicable

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**Item 8. Identification and Classification of Members of the Group:**

Not Applicable

**Item 9. Notice of Dissolution of Group:**

Not Applicable

**Item 10. Certification:**

By signing below the undersigned certify that, to the best of its/his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of its/his knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

December 29, 2015

**GEMINI MASTER FUND, LTD.**

By: GEMINI STRATEGIES  
LLC, INC., as investment  
manager

By: /s/ Steven Winters  
Name: Steven Winters

Title: President

**GEMINI STRATEGIES LLC,  
INC.**

By: /s/ Steven Winters

Name: Steven Winters

Title: President

/s/ Steven Winters

**Steven Winters**

**Attention: Intentional misstatements or omissions of fact**

**constitute Federal criminal violations** (*see* 18 U.S.C. 1001).