

Neuralstem, Inc.
Form SB-2/A
August 28, 2006

**Filed with the Securities and Exchange Commission on August 28, 2006
Registration No. 333-132923**

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

**AMENDMENT NO. 6
FORM SB-2**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NEURALSTEM, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware <i>(State of Incorporation)</i>	2836 <i>(Primary Standard Industrial Code No.)</i>	52-2007292 <i>(IRS Employer Identification No.)</i>
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9700 Great Seneca Highway, Rockville, Maryland 20850
(301) 366-4841
(Address and telephone number of principal executive offices)

The Corporation Trust Company
1209 Orange Street
New Castle County, Wilmington, Delaware 19801
(Name, address and telephone number of agent for service)

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Westlake Village, CA 91362

Approximate date of commencement of proposed sale to the public: From time-to-time after the effective date of this Registration Statement.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Offering Price Per Share	Proposed Aggregate Offering Price	Amount Of Registration Fee
Common Stock	8,088,667	\$ 1.00 ⁽¹⁾	\$ 8,088,667	\$ 865.49
Common Stock—Penalty	50,000	\$ 1.00 ⁽¹⁾	\$ 50,000	\$ 5.35
Common Stock underlying class “A” warrant	2,508,333	\$ 1.50 ⁽²⁾⁽³⁾	\$ 3,762,500	\$ 402.59
Common Stock underlying class “A” warrants—Penalty	25,000	\$ 1.50 ⁽²⁾⁽¹⁰⁾	\$ 37,500	\$ 4.01
Common Stock underlying class “B” warrant	2,508,333	\$ 2.00 ⁽²⁾⁽⁴⁾	\$ 5,016,667	\$ 536.78
Common Stock underlying class “B” warrants—Penalty	25,000	\$ 2.00 ⁽²⁾⁽¹⁰⁾	\$ 50,000	\$ 5.35
Common Stock underlying \$.50 warrants issued to service providers	1,330,000	\$.50 ⁽²⁾⁽⁵⁾	\$ 665,000	\$ 71.16
Common Stock underlying \$5.00 warrant	1,000,000	\$ 5.00 ⁽²⁾⁽⁶⁾	\$ 5,000,000	\$ 535.00
Common Stock underlying Placement Agent Warrant	800,000	\$ 1.10 ⁽²⁾⁽⁷⁾	\$ 880,000	\$ 94.16
Total	16,335,333		\$ 23,550,334	\$ 2,519.89 ⁽⁸⁾

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 of the Securities Act based upon a per share amount of \$1.00, based on the price on which the securities were previously sold pursuant to the Company's March 2006 private placements. There is currently no trading market for the Registrant's common stock. The price of \$1.00 is a fixed price at which the selling stockholders identified herein may sell their shares until the Registrant's common stock is quoted on the OTC Bulletin Board, at which time the shares may be sold at prevailing market prices or privately negotiated prices.

(2) Fee based on exercise price applicable to shares issuable upon exercise of warrants in accordance with Rule 457(g).

(3) Represents shares of Common Stock issuable upon the exercise (at a price of \$1.50 per share) of outstanding warrants.

(4) Represents shares of Common Stock issuable upon the exercise (at a price of \$2.00 per share) of outstanding warrants.

(5) Represents shares of Common Stock issuable upon the exercise (at a price of \$.50 per share) of outstanding warrants.

(6) Represents shares of Common Stock issuable upon the exercise (at a price of \$5.00 per share) of outstanding warrants.

(7) Represents shares of Common Stock issuable upon the exercise (at a price of \$1.10 per share) of outstanding warrants.

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- (8) Registrant previously paid \$2,505.18 in connection with its filings.
 - (9) Represents shares of Common Stock issuable as penalties arising from certain registration rights.
 - (10) Represents shares of Common Stock issuable upon the exercise (at a price of \$1.50) of warrants that may become outstanding as a result of penalties arising from certain registration rights.
 - (11) Represents shares of Common Stock issuable upon the exercise (at a price of \$2.00) of warrants that may become outstanding as a result of penalties arising from certain registration rights.
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The information in this Prospectus is not complete and may be changed. We have filed a registration statement containing this prospectus with the Securities and Exchange Commission. The securities offered for sale under this prospectus may not be offered for sale or sold until the registration statement filed with the Securities and Exchange Commission is effective. This Prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

OFFERING PROSPECTUS
Subject to completion, dated August 28, 2006

NEURALSTEM, INC.
A DELAWARE CORPORATION

16,335,333
Common Shares

The selling stockholders identified on pages 35– 45 this prospectus are offering on a resale basis a total of 16,335,333 shares of our common stock. We will not receive any proceeds from the sale of these shares by the selling stockholders.

Our common stock is not presently traded on any market or securities exchange, and we have not applied for listing or quotation on any public market. We anticipate seeking sponsorship for the trading of our common stock on the National Association of Securities Dealers OTC Bulletin Board upon the effectiveness of the registration statement of which this prospectus forms a part. However, we can provide no assurance that our shares will be traded on the OTC Bulletin Board or, if traded, that a public market will materialize. The selling shareholders will sell at a price of \$1.00 per share until our shares are quoted on the OTC Bulletin Board and thereafter at prevailing market prices or privately negotiated prices.

The securities offered by this prospectus involve a high degree of risk.
See “Risk Factors” beginning on page 6

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined that this prospectus is truthful or complete. A representation to the contrary is a criminal offense.

The date of this Prospectus is August 28, 2006

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