

Neuralstem, Inc.  
Form 8-K  
July 14, 2010

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): July 14, 2010 (July 12, 2010)

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Neuralstem, Inc.  
(Exact name of registrant as specified in Charter)

Delaware  
(State or other jurisdiction  
of  
incorporation or  
organization)

000-1357459  
(Commission File No.)

52-2007292  
(IRS Employee  
Identification No.)

9700 Great Seneca Highway, Rockville, Maryland 20850  
(Address of Principal Executive Offices)

(301) 366-4841  
(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

2010 Equity Compensation Plan

On July 12, 2010, at the 2010 Annual Meeting of Stockholders (“Annual Meeting”) of Neuralstem, Inc., (“Company”) the stockholders approved the Company’s 2010 Equity Compensation Plan (“Plan”).

A copy of the Plan is being filed as Exhibit 10.01 to this Form 8-K and is incorporated herein by reference in its entirety.

Item 5.07. Submission of Matters to a Vote of Security Holders

The following proposals were submitted to the stockholders at the Annual Meeting:

- The election of one (1) class II director to the Board of Directors for a term ending in 2013 and until his successors is elected and qualified;
- The ratification of Stegman & Company as our independent registered public accounting firm for 2010; and
- The approval and adoption of the 2010 Equity Compensation Plan.

For more information about the foregoing proposals, see our proxy statement dated June 4, 2010, the relevant portions of which are incorporated herein by reference.

At the Annual Meeting, shareholders representing 34,518,155 shares or 81.37% of the 42,420,017 shares of common stock outstanding on the record date of June 4, 2010 were present in person or by proxy, constituting a quorum for the purposes of the Annual Meeting. Matters voted upon at the Annual Meeting were as follows:

Proposal 1 – The Election of one (1) Class II Director to Service Until 2013

| Director Nominee | Authorized |           | Broker     |
|------------------|------------|-----------|------------|
|                  | For        | Withheld  | Non-Votes  |
| William Oldaker  | 11,509,758 | 2,274,717 | 20,733,680 |

Proposal 2 –Ratification of Stegman & Company as our independent registered public accounting firm for 2010.

The proposal was approved. The vote was:

| Proposal 2 | Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|-----------|---------------|---------------|------------------|
|            |           | 34,418,936    | 48,682        | 50,536           |

Proposal 3 –Adoption of the 2010 Equity Compensation Plan.

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The proposal was approved. The vote was:

|            | Votes<br>For | Votes<br>Against | Votes<br>Abstain | Broker<br>Non-Votes |
|------------|--------------|------------------|------------------|---------------------|
| Proposal 3 | 12,796,515   | 923,615          | 64,345           | 20,733,680          |

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Item 9.01 Financial Statement and Exhibits.

| Exhibit<br>Number | Description                   |
|-------------------|-------------------------------|
| 10.01             | 2010 Equity Compensation Plan |

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: July 14, 2010 Neuralstem, Inc.

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

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