

Neuralstem, Inc.  
Form 8-K  
May 15, 2009

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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): May 15, 2009**

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

<b>Delaware</b>	<b>000-1357459</b>	<b>52-2007292</b>
<b>(State or other jurisdiction</b>	<b>(Commission</b>	<b>(IRS Employer</b>
<b>of incorporation or organization)</b>	<b>File No.)</b>	<b>Identification No.)</b>
<b>9700 Great Seneca Highway, Rockville, Maryland 20850</b>		
<b>(Address of Principal Executive Offices)</b>		
<b><u>(301) 366-4841</u></b>		
<b>(Issuer Telephone number)</b>		

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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 7.01 Regulation FD Disclosure.**

On May 15, 2009, Neuralstem, Inc. (“the Company”) issued a press release responding to certain statements issued earlier on May 15, 2009 by StemCells, Inc. A copy of the press release is attached to this report as Exhibit 99.1.

The information contained in this Current Report on Form 8-K and the exhibits attached hereto 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 or exhibits to this Form 8-K shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit**

**Number Description**

99.1 Press Release Dated May 15, 2009

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**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.

NEURALSTEM, INC.

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

Dated: May 15, 2009