

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): **December 30, 2013**

BioTime, Inc.

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction
of incorporation)

1-12830

(Commission File Number)

94-3127919

(IRS Employer
Identification No.)

1301 Harbor Bay Parkway

Alameda, California 94502

(Address of principal executive offices)

(510) 521-3390

(Registrant's telephone number, including area code)

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:

- 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))
-

Statements made in this Report that are not historical facts may constitute forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those discussed. Such risks and uncertainties include but are not limited to those discussed in this report and in BioTime's other reports filed with the Securities and Exchange Commission. Words such as "expects," "may," "will," "anticipates," "intends," "plans," "believes," "seeks," "estimates," and similar expressions identify forward-looking statements.

Section 1 - Registrant's Business and Operations

Item 1.01 - Entry into a Material Definitive Agreement.

Our subsidiary, Asterias Biotherapeutics, Inc. ("Asterias") has entered into a lease for an office and research facility located at 6300 Dumbarton Circle, Fremont, California. The building on the leased premises contains approximately 44,000 square feet of space. The lease is for a term of 96 months. The estimated term commencement date is October 1, 2014 but the term may commence earlier if Asterias commences its use of the premises prior to that date or the term commencement may be delayed if the Landlord does not deliver possession of the premises to Asterias by February 13, 2014.

Asterias will pay base monthly rent of \$99,000 during the first 12 months commencing on the term commencement date, except that during the first 15 months of the lease term, Asterias will pay base rent on only 22,000 square feet rather than 44,000 square feet provided that Asterias is not in default in performing its obligations under the lease beyond any notice and cure periods. Base monthly rent will increase by approximately 3% annually.

In addition to monthly base rent Asterias will pay all real estate taxes, insurance, a management fee in the amount of 3% of base rent, and the cost of maintenance, repair and replacement of the leased premises. During the first 15 months of the lease term, Asterias will pay only 50% of the real estate taxes assessed on the premises provided that Asterias is not in default in performing its obligations under the lease beyond any notice and cure periods. However, if any improvements or alterations to the premises that Asterias constructs or adds are assessed for real property tax purposes at a valuation higher than the valuation of the improvements on the Premises on the date signed the lease, Asterias will pay 100% of the taxes levied on the excess assessed valuation.

The landlord will provide Asterias with a tenant improvement allowance of \$4,400,000, which Asterias plans to use to construct a laboratory and production facility that can be used to produce human embryonic stem cells and related products under current good manufacturing practices (cGMP). The landlord's obligation to fund the tenant improvement allowance will expire in 18 months with respect to any portion of the allowance not expended by then.

Asterias has two options to extend the lease term by five (5) years each. Base rent for each five-year option period shall equal the then-current fair market value, including annual fair market increases. The fair market rent for an option period will be determined by Asterias and the landlord based on the then current market rent for comparable office and laboratory space in the Fremont/Newark market. If Asterias and the landlord fail to reach an agreement on the fair market rent, the rent will be set through an arbitration procedure in which Asterias and the landlord will each present their proposed fair market rent and the arbitrator will select the amount that the arbitrator determines more closely represents the fair market rent.

Asterias will be in default under the lease, and the landlord may terminate the lease and may exercise other remedies against Asterias for losses and damages under the lease and applicable law, if any one or more of the following events occurs: (a) Asterias abandons or vacates the leased premises; (b) Asterias fails to make any payment of rent, taxes, or insurance when due, or to Asterias fails to keep the premises free of liens arising from work performed or materials provided, where the failure continues for a period of five days after written notice to Asterias from the landlord; (c) Asterias fails to observe or perform any of its other obligations or covenants contained in the lease (other than those described in (a) or (b)), where the failure continues for a period of thirty (30) days after written notice to Asterias from the landlord; provided that, if the nature of the default is such that it reasonably requires more than thirty (30) days to cure, Asterias will not be deemed to be in default if it commences a cure within such thirty (30) day period and thereafter diligently prosecute the cure to completion no later than ninety (90) days after receipt of the notice from the landlord; (d) Asterias makes an assignment for the benefit of creditors; (e) a receiver, trustee or custodian is appointed to take title, possession or control of all or substantially all of Asterias' assets; (f) Asterias files a voluntary petition under the United States Bankruptcy Code or any successor statute (the "Bankruptcy Code") or an order for relief is entered against Asterias pursuant to a voluntary or involuntary proceeding commenced under the Bankruptcy Code; (g) any involuntary petition is filed against Asterias under the Bankruptcy Code and is not dismissed within one hundred twenty (120) days; (h) Asterias fails to deliver an estoppel certificate as required by the lease; or (i) Asterias' interest in the lease is attached, executed upon or otherwise judicially seized and such action is not released within one hundred twenty (120) days.

Asterias and the landlord have agreed to indemnify each other against certain liabilities arising under laws pertaining to the presence of hazardous materials at, on, or about the leased premises. Asterias' indemnity of the landlord will pertain to any hazardous materials that are brought to or released at the premises in violation of applicable laws after Asterias signed the lease. The landlord's indemnity of Asterias will pertain to any hazardous materials that are present at the premises in violation of applicable laws prior to the date Asterias signed the lease.

Section 2 - Financial Information

Item 2.03 - Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The discussion of the lease set forth in Item 1.01 is incorporated by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01 - Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Press Release Dated January 2, 2014

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 hereunto duly authorized.

BIOTIME, INC.

Date: January 2, 2014

By: /s/ Michael D. West
Michael D. West
Chief Executive Officer

Exhibit Number	Description
99.1	Press Release Dated January 2, 2014

Asterias Biotherapeutics, Inc., a Subsidiary of BioTime, Inc., Leases Facilities for Expanded Product Development and Manufacturing

MENLO PARK, Calif. & ALAMEDA, Calif.--(BUSINESS WIRE)--January 2, 2014--Asterias Biotherapeutics, Inc. and BioTime, Inc. (NYSE MKT: BTX) today announced that Asterias has executed a long term lease for a research, development and manufacturing facility to house all of its cell therapy product development activities. Located at 6300 Dumbarton Circle, Fremont, California, the leased facility contains approximately 44,000 square feet of existing office, laboratory and vivarium space. The lease commencement date is expected to be October 1, 2014 and is for an eight (8) year term with two five (5) year extension options.

Under the lease, the landlord will provide Asterias with a \$4.4 million tenant improvement allowance that Asterias plans to use to construct a production facility in the leased premises designed to satisfy requirements for both US and European current good manufacturing practices (cGMP) for the production of cell banks and Asterias drug product candidates. Construction of the manufacturing facility is expected to begin by the second quarter of 2014.

Asterias began formal product development activities in its current location in Menlo Park, California during October of 2013 after the closing of an Asset Contribution Agreement with Geron Corporation and BioTime, Inc., pursuant to which Asterias acquired Geron's human embryonic stem cell assets, as well as rights to use certain human embryonic stem cell lines, minority stakes in two of BioTime's subsidiaries and stock from BioTime. The Asterias product development portfolio includes two clinical programs - neural progenitors cells, currently under clinical development for spinal cord injury, and dendritic cells targeting telomerase, currently under clinical development for cancer. The Company's preclinical portfolio includes chondrocytes for osteoarthritis and degenerative disc disease, and cardiomyocytes for heart failure.

ABOUT ASTERIAS

Asterias Biotherapeutics is a subsidiary of BioTime, Inc., whose mission is to acquire and develop best in class cell therapy product candidates. Our first acquisition was the stem cell assets of Geron Corporation, which was completed on October 1, 2013. That acquisition includes Geron's entire cell therapy intellectual property portfolio, existing contracts and license agreements related to their stem cell programs, INDs for OPC1 and VAC1 cell therapies, master cell banks of hESCs and therapeutic cells manufactured under cGMP, research cell banks, customized reagents and equipment, and banks of cGMP-manufactured OPC1 drug product used in Geron's Phase 1 trial in spinal cord injury, the world's first human clinical trial of hESC-derived cells.

Asterias has acquired four cell lines, each with animal proof of concept, from which multiple therapeutic product candidates may be selected for development indications in the fields of neurology (including OPC1 for spinal cord injury), oncology (including VAC1 autologous dendritic cells), orthopedics, and cardiovascular therapy.

Asterias Biotherapeutics will be part of the BioTime family of companies that now own a large and diverse stem cell patent portfolio, as well as a unique collection of cGMP-manufactured therapeutic cells and validated cell banks, placing it among today's leaders in regenerative medicine.

ABOUT BIOTIME

BioTime is a biotechnology company engaged in research and product development in the field of regenerative medicine. Regenerative medicine refers to therapies based on stem cell technology that are designed to rebuild cell and tissue function lost due to degenerative disease or injury. BioTime's focus is on pluripotent stem cell technology based on human embryonic stem ("hES") cells and induced pluripotent stem ("iPS") cells. hES and iPS cells provide a means of manufacturing every cell type in the human body and therefore show considerable promise for the development of a number of new therapeutic products. BioTime's therapeutic and research products include a wide array of proprietary PureStem™ progenitors, HyStem® hydrogels, culture media, and differentiation kits. BioTime is developing Renevia™ (a HyStem® product) as a biocompatible, implantable hyaluronan and collagen-based matrix for cell delivery in human clinical applications. In addition, BioTime has developed Hextend®, a blood plasma volume expander for use in surgery, emergency trauma treatment and other applications. Hextend® is manufactured and distributed in the U.S. by Hospira, Inc. and in South Korea by CJ CheilJedang Corporation under exclusive licensing agreements.

BioTime is also developing stem cell and other products for research, therapeutic, and diagnostic use through its subsidiaries:

- Asterias Biotherapeutics, Inc. is a new subsidiary which has acquired the stem cell assets of Geron Corporation, including patents and other intellectual property, biological materials, reagents and equipment for the development of new therapeutic products for regenerative medicine.
 - OncoCyte Corporation is developing products and technologies to diagnose and treat cancer.
 - Cell Cure Neurosciences Ltd. ("Cell Cure Neurosciences") is an Israel-based biotechnology company focused on developing stem cell-based therapies for retinal and neurological disorders, including the development of retinal pigment epithelial cells for the treatment of macular degeneration, and treatments for multiple sclerosis.
 - LifeMap Sciences, Inc. ("LifeMap Sciences") markets, sells and distributes GeneCards®, the leading human gene database, as part of an integrated database suite that also includes the LifeMap Discovery™ database of embryonic development, stem cell research and regenerative medicine, and MalaCards, the human disease database.
 - ES Cell International Pte Ltd., a Singapore private limited company, developed clinical and research grade hES cell lines and may plans to market those cell lines and other BioTime research products in over-seas markets as part of BioTime's ESI BIO Division.
 - BioTime Asia, Limited, a Hong Kong company, may offer and sell products for research use for BioTime's ESI BIO Division.
 - OrthoCyte Corporation is developing therapies to treat orthopedic disorders, diseases and injuries.
 - ReCyte Therapeutics, Inc. is developing therapies to treat a variety of cardiovascular and related ischemic disorders, as well as products for research using cell reprogramming technology.
-

To receive ongoing BioTime corporate communications, please click on the following link to join our email alert list:
<http://news.biotimeinc.com>.

FORWARD-LOOKING STATEMENTS

Statements pertaining to future financial and/or operating results, future growth in research, technology, clinical development, and potential opportunities for BioTime and its subsidiaries, along with other statements about the future expectations, beliefs, goals, plans, or prospects expressed by management constitute forward-looking statements. Any statements that are not historical fact (including, but not limited to statements that contain words such as “will,” “believes,” “plans,” “anticipates,” “expects,” “estimates”) should also be considered to be forward-looking statements. Forward-looking statements involve risks and uncertainties, including, without limitation, risks inherent in the development and/or commercialization of potential products, uncertainty in the results of clinical trials or regulatory approvals, need and ability to obtain future capital, and maintenance of intellectual property rights. Actual results may differ materially from the results anticipated in these forward-looking statements and as such should be evaluated together with the many uncertainties that affect the business of BioTime and its subsidiaries, particularly those mentioned in the cautionary statements found in BioTime's Securities and Exchange Commission filings. BioTime disclaims any intent or obligation to update these forward-looking statements.

CONTACT:

Asterias Biotherapeutics, Inc.
Mary Ann Dunmire, 650-433-2900
mdunmire@asteriasbio.com

or
BioTime, Inc.
Lesley Stolz, Ph.D., 510-521-3390, ext. 367
Executive Vice President, Corporate Development
lstolz@biotimemail.com
Judith Segall, 510-521-3390, ext. 301
jsegall@biotimemail.com