

UNITED STATES
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 11, 2015**

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))
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Forward-Looking Statements

Any statements that are not historical fact (including, but not limited to statements that contain words such as “may,” “will,” “believes,” “plans,” “intends,” “anticipates,” “expects,” “estimates”) should also be considered to be forward-looking statements. Additional factors that could cause actual results to differ materially from the results anticipated in these forward-looking statements are contained in BioTime’s periodic reports filed with the Securities and Exchange Commission (“SEC”) under the heading “Risk Factors” and other filings that BioTime may make with the SEC. Undue reliance should not be placed on these forward-looking statements which speak only as of the date they are made, and the facts and assumptions underlying these statements may change. Except as required by law, BioTime disclaims any intent or obligation to update these forward-looking statements.

Section 8 – Other Events

Item 8.01 – Other Events

Our Board of Directors has set the record date, the distribution ratio, and expected distribution date for the distribution of a portion of the shares of common stock of our subsidiary OncoCyte Corporation (“OncoCyte”) to BioTime shareholders, as disclosed in the press release filed as Exhibit 99.1 to this Report, which is incorporated by reference into this Item 8.01.

Section 9 – Financial Statements and Exhibits

Item 9.01 – Financial Statements and Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | Press release, dated December 11, 2015 |

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: December 11, 2015

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

BioTime, Inc. Announces Record Date, Distribution Ratio, and Distribution Date for Distribution of Shares of Subsidiary OncoCyte Corporation

ALAMEDA, Calif.--(BUSINESS WIRE)--December 11, 2015--BioTime, Inc. (NYSE MKT and TASE: BTX), a clinical-stage regenerative medicine company with a focus on pluripotent stem cell technology, today announced that its Board of Directors has set the record date, the distribution ratio, and expected distribution date for the distribution of a portion of the shares of common stock of BioTime's subsidiary OncoCyte Corporation ("OncoCyte") to BioTime shareholders. The record date for determining holders of BioTime common shares entitled to receive shares of OncoCyte common stock in the distribution will be the close of business on December 21, 2015.

BioTime shareholders will receive one share of OncoCyte common stock for every 20 BioTime common shares held as of the close of business on the record date. The distribution will be made in book-entry form. BioTime expects the distribution to occur on December 31, 2015. BioTime shareholders will not be required to do anything to receive the OncoCyte distribution, meaning that they will not have to surrender or exchange BioTime common shares in order to receive their OncoCyte shares.

Any holder of record who sells their shares of BioTime on or before the distribution date of December 31st will be selling their entitlement of OncoCyte shares to the buyer of their BioTime shares. Holders are encouraged to talk to their financial advisor before selling their shares of BioTime.

After this distribution of OncoCyte shares, BioTime's ownership will be reduced from approximately 76.4% to approximately 58.6%.

Currently, there is no trading market for OncoCyte common stock. However, OncoCyte plans to apply to list its common stock for trading on the NYSE MKT under the symbol OCX. In the event that a listing application is not approved, OncoCyte plans to arrange for the trading of its common stock on the OTC Bulletin Board market no later than the completion of the distribution.

Completion of the distribution of OncoCyte shares to BioTime shareholders is subject to the satisfaction of certain conditions, including that a Registration Statement on Form 10 filed by OncoCyte with the Securities and Exchange Commission is declared effective.

OncoCyte is engaged in the development of new "liquid biopsy" diagnostic tests for cancer based on analyzing patient blood or urine samples for specific gene or protein markers indicative of the presence of particular types of cancer. OncoCyte is presently developing diagnostic tests for lung cancer, breast cancer, and bladder cancer. For more information about OncoCyte, please visit www.OncoCyte.com.

More information about OncoCyte and the planned share distribution can be found in the Information Statement filed as an exhibit to OncoCyte's Form 10 Registration Statement filed with the SEC on November 23, 2015, which is available on the Investor Relations page of BioTime's website: www.biotimeinc.com and the website maintained by the SEC at www.sec.gov.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any OncoCyte securities. The distribution of OncoCyte common stock by BioTime will be made only in those states and other jurisdictions where permitted or not prohibited by law.

About BioTime

BioTime, Inc., a pioneer in regenerative medicine, is a clinical-stage biotechnology company. BioTime and its subsidiaries are leveraging their industry-leading experience in pluripotent stem cell technology and a broad intellectual property portfolio to facilitate the development and use of cell-based therapies and gene marker-based molecular diagnostics for major diseases and degenerative conditions for which there presently are no cures. The lead clinical programs of BioTime and its subsidiaries include *OpRegen*[®], currently in a Phase I/IIa trial for the treatment of the dry form of age-related macular degeneration; AST-OPC1, currently in a Phase I/IIa trial for spinal cord injuries; *Renevia*[™], currently in a pivotal trial in Europe as an injectable matrix for the engraftment of transplanted cells to treat HIV-related lipodystrophy; and cancer diagnostics, nearing the completion of initial clinical studies for the detection of lung, bladder, and breast cancers. AST-VAC2, a cancer vaccine, is in the pre-clinical trial stage.

BioTime's subsidiaries include the publicly traded Asterias Biotherapeutics, Inc. (NYSE MKT: AST), developing pluripotent stem cell-based therapies in neurology and oncology, including AST-OPC1 and AST-VAC2; Cell Cure Neurosciences Ltd., developing stem cell-based therapies for retinal and neurological disorders, including *OpRegen*[®]; OncoCyte Corporation, developing cancer diagnostics; LifeMap Sciences, Inc., developing and marketing an integrated online database resource for biomedical and stem cell research; LifeMap Solutions, Inc., a subsidiary of LifeMap Sciences, developing mobile health (mHealth) products; OrthoCyte Corporation, developing therapies to treat orthopedic disorders, diseases, and injuries; ReCyte Therapeutics, Inc., developing therapies to treat a variety of cardiovascular and related ischemic disorders; and Ascendance Biotechnology, Inc. which manufactures and sells proprietary products and services that assay new drug candidates for potential toxicity, including *HepatoPac*[®] and *HepatoMune*[®], and other products for use as research tools.

BioTime common stock is traded on the NYSE MKT and TASE under the symbol BTX. For more information, please visit www.biotimeinc.com or connect with the company on Twitter, LinkedIn, Facebook, YouTube, and Google+.

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