

Neuralstem, Inc.  
Form 8-K  
December 08, 2011

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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): December 8, 2011 (December 7, 2011)

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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))



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

On December 7, 2011, Neuralstem, Inc. (“Company”) held its 2011 Annual Meeting at its headquarters located at 9700 Great Seneca Highway, Rockville, Maryland 20850, at 12:00 p.m. local time. Only stockholders of record as of the close of business on October 21, 2011 (“Record Date”) were entitled to vote at the 2011 Annual Meeting. As of the Record Date, 48,682,118 shares of the Company’s common stock were outstanding and entitled to vote at the 2011 Annual Meeting, of which 40,319,474 shares were represented, in person or by proxy, and which constituted a quorum. The final results of the stockholder vote on each proposal brought before the meeting were as follows:

(a) Proposal 1. Each of the two (2) Class III Director nominees to serve for a three-year term expiring at the 2014 Annual Meeting was elected based upon the following votes:

| Nominee         | Votes For  | Votes Withheld | Broker<br>Non-Votes |
|-----------------|------------|----------------|---------------------|
| I. Richard Garr | 13,343,736 | 58,388         | 26,917,350          |
| Karl Johe, Ph.D | 13,333,573 | 68,551         | 26,917,350          |

(b) Proposal 2. The ratification of Stegman & Company as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2011 was ratified based upon the following votes:

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 40,123,111 | 85,027        | 111,336     | --                  |

(c) Proposal 3. The non-binding advisory vote on executive compensation was approved based upon the following votes:

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 12,398,874 | 954,752       | 48,498      | 26,917,350          |

(d) Proposal 4. The non-binding advisory vote on the frequency of holding future advisory votes on executive compensation received the following votes:

| 1 Year    | 2 Years | 3 Years    | Abstentions | Broker<br>Non-Votes |
|-----------|---------|------------|-------------|---------------------|
| 1,981,120 | 202,929 | 11,193,813 | 24,262      | 26,917,350          |

In light of the stockholder voting results at the 2011 Annual Meeting, in which “3 Years” received the highest number of votes cast on the frequency proposal, the Company’s Board of Directors (the “Board”) has determined that future stockholder advisory (non-binding) votes on compensation of executives will occur every 3 years, commencing with the 2014 Annual Meeting of Stockholders of the Company and occurring every three years thereafter or until the Board determines otherwise.

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.

Date: December 8, 2011

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

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