

BIOTIME INC  
Form 10-K/A  
September 17, 2012

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A-1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-12830

BioTime, Inc.

(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction of incorporation or  
organization)

94-3127919  
(I.R.S. Employer Identification No.)

1301 Harbor Bay Parkway, Suite 100  
Alameda, California 94502  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (510) 521-3390

Securities registered pursuant to Section 12(b) of the Act  
Title of class Common Shares, no par value

Securities registered pursuant to Section 12(g) of the Act:  
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the

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Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):  
Yes  No

The approximate aggregate market value of voting common shares held by non-affiliates computed by reference to the price at which common shares were last sold as of June 30, 2011 was \$126,421,699. Shares held by each executive officer and director and by each person who beneficially owns more than 5% of the outstanding common shares have been excluded in that such persons may under certain circumstances be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of common shares outstanding as of March 5, 2012 was 50,321,962.

Documents Incorporated by Reference

Portions of Proxy Statement for 2012 Annual Meeting of Shareholders are incorporated by reference in Part III

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Explanatory Note: This Amendment is being filed solely for the purpose of correcting the inadvertent omission of references to December 31, 2010 with respect to the balance sheet of BioTime, Inc. and Subsidiaries (collectively, the “Company”), and the financial position of the Company, in the Report of Independent Public Accounting Firm.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

BioTime, Inc.

We have audited the accompanying consolidated balance sheets of BioTime, Inc. and Subsidiaries (collectively, the "Company") as of December 31, 2011 and 2010, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2011. We have also audited the Company's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audit of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our audit over internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2011 and 2010, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2011 in conformity with accounting

principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

/s/ Rothstein Kass  
Roseland, New Jersey

March 14, 2012

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PART IV

Item 15. Exhibits, Financial Statement Schedules

(a-1) Financial Statements.

The following financial statements of BioTime, Inc. are filed in the Form 10-K:

Consolidated balance sheets  
Consolidated statements of operations  
Consolidated statements of shareholders' deficit  
Consolidated statements of cash flows

Notes to Financial Statements

(a-2) Financial Statement Schedules

All schedules are omitted because the required information is inapplicable or the information is presented in the financial statements or the notes thereto.

(a-3) Exhibits.

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| Exhibit Numbers | Description   |
|-----------------|---|
| 2.1             | Equity and Note Purchase Agreement entered into as of April 28, 2010 by and between ES Cell Australia Limited, Pharmbio Growth Fund Pte Ltd., and Biomedical Sciences Investment Fund Pte., Ltd. 19 |
| 2.2             | Transfer Agreement dated May 3, 2010 between BioTime, Inc. and certain shareholders of ES Cell International Pte. Ltd. 19   |
| 2.3             | Agreement and Plan of Merger, dated February 11, 2010, between Glycosan BioSystems, Inc., OrthoCyte Corporation, and BioTime, Inc. 22   |
| 3.1             | Articles of Incorporation with all amendments. 18   |
| 3.2             | By-Laws, As Amended. 2  |
| 4.1             | Specimen of Common Share Certificate. 1   |
| 4.2             | Warrant Agreement between BioTime, Inc., Broadwood Partners, L.P., and George Karfunkel. 16   |
| 4.3             | Form of Warrant. 16   |
| 4.4             | Warrant Agreement between BioTime, Inc. and Biomedical Sciences Investment Fund Pte Ltd. 19   |
| 10.1            | Intellectual Property Agreement between BioTime, Inc. and Hal Sternberg. 1  |
| 10.2            | Intellectual Property Agreement between BioTime, Inc. and Judith Segall. 1  |
| 10.3            | 2002 Stock Option Plan, as amended. 18  |
| 10.4            | Exclusive License Agreement between Abbott Laboratories and BioTime, Inc. (Portions of this exhibit have been omitted pursuant to a request for confidential treatment). 3                          |
| 10.5            | Modification of Exclusive License Agreement between Abbott Laboratories and BioTime, Inc. (Portions of this exhibit have been omitted pursuant to a request for confidential treatment). 4          |
| 10.6            | Exclusive License Agreement between BioTime, Inc. and CJ Corp. 5  |
| 10.7            | Hextend® and PentaLyte® Collaboration Agreement between BioTime, Inc. and Summit Pharmaceuticals International Corporation.6  |
| 10.8            | Addendum to Hextend® and PentaLyte® Collaboration Agreement Between BioTime Inc. and Summit Pharmaceuticals International Corporation. 7  |
| 10.9            | Amendment to Exclusive License Agreement Between BioTime, Inc. and Hospira, Inc. 8  |
| 10.10           | Hextend® and PentaLyte® China License Agreement Between BioTime, Inc. and Summit Pharmaceuticals International Corporation. 9   |

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- 10.12 Commercial License and Option Agreement between BioTime and Wisconsin Alumni Research Foundation. 10
- 10.13 License, Product Production, and Distribution Agreement, dated June 19, 2008, among Lifeline Cell Technology, LLC, BioTime, Inc., and Embryome Sciences, Inc. 12
- 10.14 License Agreement, dated July 10, 2008, between Embryome Sciences, Inc. and Advanced Cell Technology, Inc. 12
- 10.15 License Agreement, dated August 15, 2008 between Embryome Sciences, Inc. and Advanced Cell Technology, Inc. 13
- 10.16 Sublicense Agreement, dated August 15, 2008 between Embryome Sciences, Inc. and Advanced Cell Technology, Inc. 13
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| 10.17 | Stem Cell Agreement, dated February 23, 2009, between Embryome Sciences, Inc. and Reproductive Genetics Institute. 14   |
| 10.18 | First Amendment of Commercial License and Option Agreement, dated March 11, 2009, between BioTime and Wisconsin Alumni Research Foundation. 14  |
| 10.19 | Employment Agreement, dated October 10, 2007, between BioTime, Inc. and Robert Peabody. 14  |
| 10.20 | Fifth Amendment of Revolving Line of Credit Agreement, dated April 15, 2009. 15   |
| 10.21 | Form of Amendment of Revolving Credit Note. 15  |
| 10.22 | Fifth Amendment of Security Agreement, dated April 15, 2009. 15   |
| 10.23 | Stock and Warrant Purchase Agreement between BioTime, Inc. and George Karfunkel. 16   |
| 10.24 | Stock and Warrant Purchase Agreement between BioTime, Inc. and Broadwood Partners, L.P. 16  |
| 10.25 | Registration Rights Agreement between BioTime, Inc., Broadwood Partners, L.P. and George Karfunkel. 16  |
| 10.26 | Co-Exclusive OEM Supply Agreement, date July 7, 2009, between Embryome Sciences, Inc. and Millipore Corporation (Portions of this exhibit have been omitted pursuant to a request for confidential treatment). 17                                       |
| 10.27 | Stock Purchase Agreement between OncoCyte Corporation and George Karfunkel. 18  |
| 10.28 | Registration Rights Agreement between OncoCyte Corporation and George Karfunkel. 18   |
| 10.29 | Employment Agreement, dated August 3, 2009, between BioTime, Inc. and Walter Funk. 19   |
| 10.30 | Sublease Agreement for 20 Biopolis #05-05/06 Centros, Singapore between Bioprocessing Technology Institute, Biomedical Sciences Institutes and ES Cell International Pte. Ltd. 20   |
| 10.31 | Share Purchase Agreement, dated October 7, 2010, by and among Cell Cure Neurosciences, Limited, Teva Pharmaceutical Industries, Ltd, HBL-Hadasit Bio-Holdings, Ltd., and BioTime, Inc. 21   |
| 10.32 | Amended and Restated Shareholders Agreement, dated October 7, 2010, by and among ES Cell International Pte. Ltd, BioTime, Inc., Teva Pharmaceutical Industries, Limited, HBL-Hadasit Bio-Holdings, Ltd., and Cell Cure Neurosciences Ltd. 22            |
| 10.33 | Research and Exclusive License Option Agreement, dated October 7, 2010, between Teva Pharmaceutical Industries, Ltd. and Cell Cure Neurosciences Ltd. (Portions of this exhibit have been omitted pursuant to a request for confidential treatment). 22 |
| 10.34 | Amended and Restated Research and License Agreement, dated October 7, 2010, between Hadasit Medical Research Services and Development Ltd. and Cell Cure Neurosciences Ltd. 22  |
| 10.35 |   |

Additional Research Agreement, dated October 7, 2010, between Hadasit Medical Research Services and Development Ltd. and Cell Cure Neurosciences Ltd. 22

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| 10.36 | Exclusive License Agreement, dated November 20, 2007, between Cell Targeting, Inc. and Burnham Institute for Medical Research. 22  |
| 10.37 | Stock Purchase Agreement, dated December 29, 2010, between Embryome Sciences, Inc. and Life Extension Foundation. 22   |
| 10.38 | Stock Purchase Agreement, dated December 30, 2010, between Embryome Sciences, Inc. and Geothermal Coring, S.A. 22  |
| 10.39 | Co-Exclusive Supply Agreement, Dated December 8, 2010, between BioTime Asia Limited and Shanghai Genext Medical Technology Co. Ltd. 22   |
| 10.40 | OncoCyte Corporation 2010 Stock Option Plan;<br>Form of OncoCyte Corporation Stock Option Agreement. 22  |
| 10.41 | OrthoCyte Corporation 2010 Stock Option Plan;<br>Form of OrthoCyte Corporation Stock Option Agreement. 22  |
| 10.42 | BioTime Asia, Limited 2010 Stock Option Plan;<br>Form of BioTime Asia Limited Stock Option Agreement. 22   |
| 10.43 | ReCyte Therapeutics, Inc. 2010 Stock Option Plan;<br>Form of ReCyte Therapeutics, Inc. Stock Option Agreement. 22  |
| 10.44 | Lease, dated October 28, 2010, between SKS Harbor Bay Associates, LLC and BioTime, Inc. 22   |
| 10.45 | Memorandum of Tenancy, Renewal of Tenancy and letters of offer and acceptance of renewal of tenancy between ES Cell International Pte. Ltd. and Jurong Town Corporation. 22                          |
| 10.46 | Genome Office Tenancy Renewal, Renewal of Tenancy and letters of offer and acceptance of renewal of tenancy between ES Cell International Pte Ltd. and Jurong Town Corporation. 22                   |
| 10.47 | Employment Agreement, dated June 28, 2011, between Biotime, Inc., OrthoCyte Corporation, and William P. Tew. 23  |
| 10.48 | License Agreement between BioTime, Inc. and Cornell University (Portions of this exhibit have been omitted pursuant to a request for confidential treatment). 24                                     |
| 10.49 | Employment Agreement, dated October 3, 2011, between BioTime, Inc. and Peter S. Garcia. 24   |
| 10.50 | License Option Agreement, dated December 15, 2011 between BioTime, Inc. and USCN Life Sciences, Inc. (Portions of this exhibit have been omitted pursuant to a request for confidential treatment) * |
| 10.51 | LifeMap, Inc. 2011 Stock Option Plan;<br>Form of LifeMap, Inc. Stock Option Agreement*   |
| 21.1  | List of Subsidiaries.*   |
| 23.1  | Consent of Rothstein, Kass & Company, P.C.*  |

|         |  |
|---------|--|
| 31      | Rule 13a-14(a)/15d-14(a) Certification. **       |
| 32      | Section 1350 Certification.**                    |
| 101     | Interactive Data File. *                         |
| 101.INS | XBRL Instance Document. *                        |
| 101.SCH | XBRL Taxonomy Extension Schema. *                |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase. *  |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase. *        |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase. * |

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1 Incorporated by reference to Registration Statement on Form S-1, File Number 33-44549 filed with the Securities  
and Exchange Commission on December 18, 1991, and Amendment No. 1 and Amendment No. 2 thereto filed with  
the Securities and Exchange Commission on February 6, 1992 and March 7, 1992, respectively.

2 Incorporated by reference to Registration Statement on Form S-1, File Number 33-48717 and Post-Effective  
Amendment No. 1 thereto filed with the Securities and Exchange Commission on June 22, 1992, and August 27,  
1992, respectively.

3 Incorporated by reference to BioTime's Form 8-K, filed April 24, 1997.

4 Incorporated by reference to BioTime's Form 10-Q for the quarter ended June 30, 1999.

5 Incorporated by reference to BioTime's Form 10-K/A-1 for the year ended December 31, 2002.

6 Incorporated by reference to BioTime's Form 8-K, filed December 30, 2004.

7 Incorporated by reference to BioTime's Form 8-K, filed December 20, 2005.

8 Incorporated by reference to BioTime's Form 8-K, filed January 13, 2006.

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10 Incorporated by reference to BioTime's Form 8-K, filed January 9, 2008.

11 Incorporated by reference to BioTime's Form 10-KSB for the year ended December 31, 2007.

12 Incorporated by reference to BioTime's Form 10-Q for the quarter ended June 30, 2008.

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\* Previously filed

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized on the 17th day of September, 2012.

BIOTIME, INC.

By:

/s/Michael D. West  
Michael D. West, Ph.D.  
Chief Executive Officer

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| <u>31</u> | Rule 13a-14(a)/15d-14(a) Certification. **       |
| <u>32</u> | Section 1350 Certification.**                    |
| 101       | Interactive Data File. *                         |
| 101.INS   | XBRL Instance Document. *                        |
| 101.SCH   | XBRL Taxonomy Extension Schema. *                |
| 101.CAL   | XBRL Taxonomy Extension Calculation Linkbase. *  |
| 101.LAB   | XBRL Taxonomy Extension Label Linkbase. *        |
| 101.PRE   | XBRL Taxonomy Extension Presentation Linkbase. * |

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