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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): March 22, 2019

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

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

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001-33672  
(Commission File No.)

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52-2007292  
(IRS Employee Identification No.)

20271 Goldenrod Lane, 2<sup>nd</sup> Floor, Germantown, Maryland 20876  
(Address of Principal Executive Offices)

(301) 366-4960  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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**Item 2.02 Results of Operations and Financial Condition**

On March 22, 2019, Neuralstem, Inc. (the “Company”) reported its financial results for the year ended December 31, 2018. The press release is attached as Exhibit 99.01 and is incorporated herein by reference.

The information furnished under Items 2.02, including the accompanying Exhibit 99.01 shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall such information be deemed to be incorporated by reference in any subsequent filing by the Company under the Securities Act of 1933 or the Exchange Act, regardless of the general incorporation language of such filing, except as specifically stated in such filing.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<u>99.01</u>	<u>Press Release Dated March 22, 2019</u>

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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.

Date: March 22, 2019

Neuralstem, Inc.

/s/ Kenneth Carter

By: Kenneth Carter  
Executive Chairman



**INDEX OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
<u>99.01</u>	<u>Press Release Dated March 22, 2019</u>

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## Neuralstem Reports Year End 2018 Fiscal Results

GERMANTOWN, Md., March 22, 2019 (GLOBE NEWSWIRE) -- Neuralstem, Inc. (Nasdaq: CUR), a biopharmaceutical company focused on the development of nervous system therapies based on its neural stem cell and small molecule technologies, today reported its financial results for the year ended December 31, 2018.

### *Financial Results for the Year Ended December 31, 2018*

**Cash Position and Liquidity:** At December 31, 2018, cash and investments was approximately \$5.8 million as compared to approximately \$11.7 million for the same period of 2017. The \$8.9 million decrease is due to cash used in operations of approximately \$7.7 million partially offset by the proceeds from our October 2017 registered direct offering of common stock and warrants.

**Operating Loss:** Operating loss for the year ended December 31, 2018 was \$8.3 million compared to a loss of \$13.3 million for the same period of 2017. The decrease in operating loss for the year was primarily due to a \$4.0 million decrease in research and development expenses coupled with a \$0.9 million decrease in general and administrative expenses.

**Net Loss:** Net loss for the year ended December 31, 2018 was \$4.9 million, or \$0.32 per share (basic), compared to a loss of \$15.7 million, or \$1.20 per share (basic), for year ended 2017. The decrease in net loss was primarily due to a \$5.0 decrease in operating loss coupled with a \$3.3 million non-cash gains related to the change in the fair value of our liability classified stock purchase warrants

**R&D Expenses:** Research and development expense for the year ended December 31, 2018 was \$4.0 million as compared to \$8.1 million for the same period of 2017. The decrease of \$4.1 million, or 50% compared to the same period of 2017 was primarily attributable to (i) a \$1.6 million decrease in costs related to our completed NS-189 Phase 2 clinical trial, (ii) a \$1.0 million decrease in our personnel, facility and other expenses due to our ongoing corporate restructuring and cost reduction efforts (iii) a \$1.0 million decrease in non-cash share-based compensation expense and (iv) a \$0.5 million increase in reimbursements under our research grants.

**G&A Expenses:** General and administrative expense for the year ended December 31, 2018 was \$4.6 million as compared to \$5.5 million for the same period of 2017. The decrease of \$1.1 million, or 20% compared to the same period of 2017 was primarily attributable to a decrease in personnel, facility and related expenses due to our ongoing corporate restructuring and cost reduction efforts.

**Liquidity:** The Company expects its existing cash, cash equivalents and short-term investments to fund its operations based on our current operating plans, into the third quarter of 2019.

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Neuralstem, Inc.

Consolidated Balance Sheets

	December 31,	
	2018	2017
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 5,787,110	\$ 6,674,940
Short-term investments	-	5,000,000
Trade and other receivables	294,057	312,802
Current portion of related party receivable, net of discount	63,938	58,784
Prepaid expenses	363,288	402,273
<b>Total current assets</b>	<u>6,508,393</u>	<u>12,448,799</u>
Property and equipment, net	90,311	172,886
Patents, net	763,543	883,462
Related party receivable, net of discount and current portion	298,238	365,456
Other assets	23,965	13,853
<b>Total assets</b>	<u>\$ 7,684,450</u>	<u>\$ 13,884,456</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 832,564	\$ 875,065
Accrued bonuses	-	418,625
Other current liabilities	218,602	220,879
<b>Total current liabilities</b>	<u>1,051,166</u>	<u>1,514,569</u>
Warrant liabilities, at fair value	583,734	3,852,882
Other long term liabilities	-	1,876
<b>Total liabilities</b>	<u>1,634,900</u>	<u>5,369,327</u>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, 7,000,000 shares authorized, \$0.01 par value; 1,000,000 shares issued and outstanding in both 2018 and 2017	10,000	10,000
Common stock, \$0.01 par value; 300 million shares authorized, 18,205,060 and 15,160,014 shares issued and outstanding in 2018 and 2017, respectively	182,051	151,600
Additional paid-in capital	219,481,805	217,050,174
Accumulated other comprehensive income (loss)	(413)	2,631
Accumulated deficit	(213,623,893)	(208,699,276)
<b>Total stockholders' equity</b>	<u>6,049,550</u>	<u>8,515,129</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 7,684,450</u>	<u>\$ 13,884,456</u>

**Neuralstem, Inc.**

**Consolidated Statements of Operations and Comprehensive Loss**

	<b>Year Ended December 31,</b>	
	<b>2018</b>	<b>2017</b>
Revenues	\$ 260,000	\$ 260,000
Operating expenses:		
Research and development costs	3,960,191	8,096,095
General and administrative expenses	4,559,265	5,471,010
Total operating expenses	8,519,456	13,567,105
Operating loss	(8,259,456)	(13,307,105)
Other income (expense):		
Interest income	78,780	70,269
Interest expense	(7,698)	(159,066)
Gain (loss) from change in fair value of liability classified warrants	3,269,148	(1,470,174)
Fees related to issuance of liability classified warrants and other expenses	(5,391)	(799,907)
Total other income (expense)	3,334,839	(2,358,878)
Net loss	\$(4,924,617)	\$(15,665,983)
Net loss per common share - basic and diluted	\$ (0.32)	\$ (1.20)
Weighted average common shares outstanding - basic and diluted	15,156,925	13,064,422
Comprehensive loss:		
Net loss	\$(4,924,617)	\$(15,665,983)
Foreign currency translation adjustment	(3,044)	(1,274)
Comprehensive loss	\$(4,927,661)	\$(15,667,257)

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### ***Cautionary Statement Regarding Forward Looking Information***

This news release contains “forward-looking statements” made pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements relate to future, not past, events and may often be identified by words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek” or “will.” Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Specific risks and uncertainties that could cause our actual results to differ materially from those expressed in our forward-looking statements include risks inherent in the development and commercialization of potential products, uncertainty of clinical trial results or regulatory approvals or clearances, need for future capital, dependence upon collaborators and maintenance of our intellectual property rights. Actual results may differ materially from the results anticipated in these forward-looking statements. Additional information on potential factors that could affect our results and other risks and uncertainties are detailed from time to time in Neuralstem’s periodic reports, including its Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Securities and Exchange Commission (SEC), and in other reports filed with the SEC. We do not assume any obligation to update any forward-looking statements.

Contact:  
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