

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)
SCHEDULE 14A INFORMATION

Proxy statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

- Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:
 Preliminary Proxy statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

NEURALSTEM, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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ANNUAL MEETING OF STOCKHOLDERS OF NEURALSTEM, INC.

June 12, 2019

PROXY VOTING INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



TELEPHONE - Call toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

TO ATTEND THE ANNUAL MEETING IN PERSON: You are required to RSVP at least 48 hours prior to the Annual Meeting in order to attend in person. RSVP with your name to rsvp@neuralstem.com.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access.

COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL: The Notice of Meeting, Annual Report on Form 10-K, proxy statement and proxy card are available at <http://www.astproxyportal.com/ast/21246/>

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE DIRECTOR AND "FOR" PROPOSAL 2, 3, 4 AND 5. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. Election of Director:

<input type="checkbox"/> FOR NOMINEE	NOMINEE: William Oldaker Class II	
<input type="checkbox"/> WITHHOLD AUTHORITY FOR NOMINEE		

- | | |
|--|--|
| 2. The ratification of Dixon Hughes Goodman as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019. | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN <input type="checkbox"/> |
| 3. The approval, for purposes of complying with Nasdaq Marketplace Rule 5635(b), the issuance of more than 20% of the Company's issued and outstanding common stock to Tianjin Pharmaceuticals Group International Holdings. | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 4. The amendment to the Company's certificate of incorporation to effect a Reverse Stock Split, at a ratio of 1-for-2 to 1-for-25, at the discretion of the Board of Directors. | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 5. The approval of the Company's 2019 Equity Incentive Plan which contains provisions for: (i) an automatic annual increase to the number of shares issuable under the plan and (ii) the repricing of outstanding awards. | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |

The undersigned acknowledges receipt from the Company before the execution of this proxy of the Notice of Annual Meeting of Shareholders, a Proxy Statement for the Annual Meeting of Shareholders and the 2018 Annual Report to Shareholders.

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder _____ Date: _____ Signature of Stockholder _____ Date: _____

Note: Please sign exactly as your name or names appear on the Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Important Notice of Availability of Proxy Materials for the Stockholder Meeting of

NEURALSTEM, INC.

To Be Held On:

June 12, 2019 at 8:00 am Eastern Time

20271 Goldenrod Lane, #2059, Germantown, MD 20876

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before June 1, 2019.

Please visit <http://www.astproxyportal.com/ast/21246/>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report on Form 10-K

TO REQUEST MATERIAL: TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)
E-MAIL: info@astfinancial.com

TO VOTE:



WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TO ATTEND THE ANNUAL MEETING IN PERSON:

You are required to RSVP at least 48 hours prior to the Annual Meeting in order to attend in person. RSVP with your name to rsvp@neuralstem.com.

1. Election of Director:

NOMINEE: William Oldaker Class II

2. The ratification of Dixon Hughes Goodman as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

3. The approval, for purposes of complying with Nasdaq Marketplace Rule 5635(b), the issuance of more than 20% of the Company's issued and outstanding common stock to Tianjin Pharmaceuticals Group International Holdings.

4. The amendment to the Company's certificate of incorporation to effect a Reverse Stock Split, at a ratio of 1-for-2 to 1-for-25, at the discretion of the Board of Directors.

5. The approval of the Company's 2019 Equity Incentive Plan which contains provisions for: (i) an automatic annual increase to the number of shares issuable under the plan and (ii) the repricing of outstanding awards.

These items of business are more fully described in the proxy statement. The record date for the Annual Meeting is April 26, 2019. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

Please note that you cannot use this notice to vote by mail.