

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

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.)

**1010 Atlantic Avenue, Suite 102
Alameda, California, 94501**
(Address of Principal Executive Offices) (Zip Code)

2012 Equity Incentive Plan
(Full Title of the Plan)

**Chase C. Leavitt
General Counsel & Corporate Secretary
BioTime, Inc.
1010 Atlantic Avenue, Suite 102
Alameda, California, 94501
(510) 521-3390**

(Name, address, and telephone number, including area code, of agent for service)

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Shares, no par value per share	8,000,000	\$ 1.02	\$ 8,160,000	\$ 989

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional common shares that becomes issuable under the 2012 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding common shares.

(2) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee. The maximum offering price per share and the maximum aggregate offering price are based upon the average of the high and low prices of the Registrant’s common shares reported on the NYSE American on August 5, 2019, which date is within five business days prior to filing this Registration Statement.

The Registration Statement shall become effective automatically upon filing in accordance with Rule 462(a) under the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the "*Commission*") for the purpose of registering an additional 8,000,000 common shares of BioTime, Inc. (the "*Registrant*") issuable under the 2012 Equity Incentive Plan for which registration statements of the Registrant on Form S-8 (File No. 333-192531, File No. 333-205661, and File No. 333-219204) are effective.

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statements are incorporated into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document which is incorporated by reference herein or therein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- a) Registrant's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Commission on March 14, 2019 (as amended by Amendment No. 1 thereto filed with the Commission on April 30, 2019 and Amendment No. 2 thereto filed with the Commission on May 1, 2019).
- b) Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019, filed with the Commission on May 9, 2019 and August 8, 2019, respectively.
- c) Registrant's Current Reports on Form 8-K filed with the Commission on January 4, 2019, February 14, 2019, February 22, 2019, March 1, 2019, March 8, 2019 (as amended by Amendment No. 1 thereto filed with the Commission on April 25, 2019), March 19, 2019, April 23, 2019, April 29, 2019, May 2, 2019, May 10, 2019, July 5, 2019, and July 30, 2019.
- d) The description of Registrant's common shares in its registration statement on Form 8-A filed with the Commission on October 26, 2009 and any amendment or report filed with the Commission for the purpose of updating such description.

All documents filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, on the date hereof or after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except as to any portion of any future annual, quarterly or current report of Registrant or document that is not deemed filed under such provisions. Unless expressly incorporated into this Registration Statement, a report (or portion thereof) "furnished" on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description	Incorporated by Reference				Filed Herewith
		Form	Exhibit	Date Filed	File Number	
4.1	Restated Articles of Incorporation, as Amended	10-Q	3.1	5/10/2018	001-12830	
4.2	Amended and Restated Bylaws	8-K	3.1	9/11/2018	001-37897	
4.3	Specimen of Common Share Certificate	S-1		12/18/1991	033-44549	
5.1	Opinion of Counsel					X
23.1	Consent of Counsel (included in Exhibit 5.1)					X
23.2	Consent of OUM & Co. LLP					X
24.1	Power of Attorney (included in the signature page to this Registration Statement)					X
99.1	2012 Equity Incentive Plan, as amended	S-8	4.1	7/15/2015	333-213551	
99.2	2017 Amendment to 2012 Equity Incentive Plan	S-8	4.2	7/7/2017	333-219204	
99.3	2019 Amendment to 2012 Equity Incentive Plan					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on August 8, 2019.

BIOTIME, INC.

By: /s/ Brandi L. Roberts
Name: Brandi L. Roberts
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Brian M. Culley and Brandi L. Roberts, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brian M. Culley</u> Brian M. Culley	Chief Executive Officer and Director (Principal Executive Officer)	August 8, 2019
<u>/s/ Brandi L. Roberts</u> Brandi L. Roberts	Chief Financial Officer (Principal Financial and Accounting Officer)	August 8, 2019
<u>/s/ Deborah Andrews</u> Deborah Andrews	Director	August 8, 2019
<u>/s/ Don M. Bailey</u> Don M. Bailey, Ph.D.	Director	August 8, 2019
<u>/s/ Neal C. Bradsher</u> Neal C. Bradsher	Director	August 8, 2019
<u>/s/ Stephen C. Farrell</u> Stephen C. Farrell	Director	August 8, 2019
<u>/s/ Alfred D. Kingsley</u> Alfred D. Kingsley	Director	August 8, 2019
<u>/s/ Michael H. Mulroy</u> Michael H. Mulroy	Director	August 8, 2019
<u>/s/ Angus C. Russell</u> Angus C. Russell	Director	August 8, 2019

August 8, 2019

BioTime, Inc.
1010 Atlantic Avenue, Suite 102
Alameda, California, 94501

Ladies and Gentlemen:

I am the General Counsel & Corporate Secretary of BioTime, Inc. (the "**Company**").

You have requested my opinion with respect to certain matters in connection with the preparation and filing by BioTime, Inc. (the "**Company**") with the Securities and Exchange Commission (the "**Commission**") of a registration statement on Form S-8 (the "**Registration Statement**") under the Securities Act of 1933, as amended (the "**Securities Act**"), that registers 8,000,000 common shares of the Company, no par value per share (the "**Shares**"), which may be issued from time to time pursuant to the Company's 2012 Equity Incentive Plan (the "**Plan**"). This opinion is being furnished in connection with the requirements of Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issuance of the Shares.

I have examined the Registration Statement, the Company's Restated Articles of Incorporation, as amended, the Company's Amended and Restated Bylaws, the Plan and the originals or copies certified to my satisfaction, of such other records, documents, certificates, memoranda and other instruments as in my judgment are necessary or appropriate to enable me to render the opinion expressed below. With respect to the foregoing documents, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals and the conformity to originals of all documents submitted to me as copies thereof. The opinion herein is limited to matters governed by the California Corporations Code.

Subject to the foregoing and the other matters set forth herein, it is my opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company and the Shares will be validly issued, fully paid and nonassessable.

I consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully,

/s/ Chase C. Leavitt

Chase C. Leavitt



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the BioTime 2012 Equity Incentive Plan, As Amended, of our reports dated March 14, 2019 relating to the consolidated financial statements of BioTime, Inc. and Subsidiaries and the effectiveness of BioTime, Inc. and Subsidiaries' internal control over financial reporting appearing in the Annual Report on Form 10-K of BioTime, Inc. for the year ended December 31, 2018.

OUM & Co. LLP

San Francisco, California
August 8, 2019

601 California St. Ste 1800 San Francisco, CA 94108 | P: 415- 434-3744 | F: 415-788-2260 | www.oumcpa.com

**AMENDMENT TO
BIOTIME, INC. 2012 EQUITY INCENTIVE PLAN**

Section 4.1 of the BioTime, Inc. 2012 Equity Incentive Plan is amended to read as follows:

4.1 Subject to adjustment in accordance with Section 11., a total of 24,000,000 shares of Common Stock shall be available for the grant of Awards under the Plan. Any shares of Common Stock granted in connection with Options and Stock Appreciation Rights shall be counted against this limit as one share for every one Option or Stock Appreciation Right awarded. Any shares of Common Stock granted in connection with Awards other than Options and Stock Appreciation Rights shall be counted against this limit as two (2) shares of Common Stock for every one (1) share of Common Stock granted in connection with such Award. During the terms of the Awards, the Company shall keep available at all times the number of shares of Common Stock required to satisfy such Awards.
