

**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 charter)

California
(State or other jurisdiction
of incorporation or organization)

94-3127919
(I.R.S. Employer
Identification Number)

1010 Atlantic Avenue, Suite 102, Alameda, California
(Address of principal executive offices)

94501
(Zip Code)

2012 Equity Incentive Plan
(Full title of the plan)

RUSSELL SKIBSTED
Chief Financial Officer
BioTime, Inc.
1010 Atlantic Avenue, Suite 102
Alameda, California 94501
(Name and address of agent for service)

(510) 521-3390
(Telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

RICHARD S. SOROKO, ESQ.
Thompson, Welch, Soroko & Gilbert LLP
3950 Civic Center Drive, Suite 300
San Rafael, California 94903
Tel. (415) 448-5000

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

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

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	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee(1)
Options to Purchase Common Shares	6,000,000	-	-	-
Common Shares, no par value(2)	6,000,000	\$ 3.09	\$ 18,540,000	\$ 2,148.79
Stock Appreciation Rights	6,000,000	-	-	-
Restricted Stock Units	6,000,000	-	-	-
Total Registration Fee				\$ 2,148.79

(1) Determined pursuant to Rule 457(c) and (h), including the exercise prices of certain options as to which the exercise price has been determined.

(2) Includes shares issuable directly or upon the exercise of the options or in settlement of stock appreciation rights or restricted stock units. Pursuant to Rule 416, this Registration Statement also includes an indeterminate number of common shares that may be subject to issuance as a result of anti-dilution and other provisions of the Plan.

EXPLANATORY NOTE

This registration statement on Form S-8 under the Securities Act of 1933, as amended, is being filed by BioTime, Inc. (“BioTime”) pursuant to General Instruction E to Form S-8 to register an additional (i) 6,000,000 BioTime common shares, no par value (“Shares”), (ii) options to purchase 6,000,000 Shares, (iii) stock appreciation rights with respect to 6,000,000 Shares, and (iv) hypothetical units with respect to 6,000,000 Shares, that may be granted or sold by BioTime under an amendment to the BioTime 2012 Equity Incentive Plan.

The contents of Registration Statement on Form S-8, File No. 333-192531 and Registration Statement on Form S-8, File No. 333-205661, filed with the Securities and Exchange Commission (“SEC”) on November 25, 2013 and July 15, 2015, respectively, are incorporated by reference.

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference into this Registration Statement:

- Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on March 16, 2017, as amended by Amendment No. 1 thereto filed with the SEC on March 29, 2017;
- Registrant’s Quarterly Report on Form 10-Q for the three month period ended March 31, 2017 filed with the SEC on May 10, 2017;
- Registrant’s Current Reports on Form 8-K filed with the SEC on February 9, February 13, February 15, February 21, March 28, April 4, April 11, June 6, June 16, and July 6, 2017 (not including any information furnished under Items 2.02 or 7.01 of Form 8-K, including the related exhibits, which information is not incorporated by reference herein);
- The description of Registrant’s common shares contained in its registration statement on Form 8-A (File No. 001-12830) filed with SEC on October 26, 2009, including any amendment or report filed for the purpose of updating such description;

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act before the date this offering is terminated or completed and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be part thereof from the date of filing of such document; provided, however, that any information furnished under Items 2.02 or 7.01 of Form 8-K, including the related exhibits, or otherwise furnished rather than filed with the SEC, shall not be incorporated by reference herein, and any statement contained in any document or report incorporated by reference shall be deemed modified or superseded to the extent that a statement in any subsequently filed document or report incorporated by reference modifies or supersedes such statement.

Item 8. Exhibits.

<u>Exhibit Numbers</u>	<u>Description</u>
4.1	2012 Equity Incentive Plan, as amended (1)
4.2	2017 Amendment to 2012 Equity Incentive Plan*
5.1	Opinion of Counsel*
23.1	Consent of OUM & Co. LLP *
23.2	Consent of Counsel (Included in Exhibit 5.1)

(1) Incorporated by reference to Registration Statement on Form S-8 (File No. 333-205661) filed with the SEC on July 15, 2015.

* Filed herewith.

EXHIBIT INDEX

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* Filed herewith.

2017 AMENDMENT TO BIOTIME, INC.
2012 EQUITY INCENTIVE PLAN

Section 4.1 is amended to read as follows:

4.1 Subject to adjustment in accordance with Section 11, a total of 16,000,000 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.

LAW OFFICES
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SAN FRANCISCO OFFICE
(415) 262-1200

July 7, 2017

Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: BioTime, Inc.
Registration Statement on Form S-8

Ladies/Gentlemen:

We are counsel to BioTime, Inc. ("BioTime"), a California corporation, in connection with a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Registration Statement"), filed by BioTime to register (i) 6,000,000 BioTime common shares, no par value ("Shares"), (ii) options to purchase 6,000,000 Shares ("Options"), (iii) stock appreciation rights ("SARs") with respect to 6,000,000 Shares, and (iv) hypothetical units ("Restricted Stock Units") with respect to 6,000,000 Shares, that may be granted or sold by BioTime under an amendment to BioTime's 2012 Equity Incentive Plan (the "Plan") that was approved by BioTime's shareholders on June 29, 2017.

In rendering our opinion, we have relied upon, among other things, our examination of such documents and records of BioTime as have been provided to us, including but not limited to the Plan, the Articles of Incorporation, as amended, and Bylaws, as amended, of BioTime. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with the original of all documents submitted to us as copies.

Based upon the foregoing, and upon our consideration of such matters of law as we deemed relevant, we are of the opinion that:

- (A) When the Options are granted under the Plan, the Options will be legal and binding obligations of BioTime enforceable in accordance with their terms.
 - (B) When the SARs are granted under the Plan, the SARs will be legal and binding obligations of BioTime enforceable in accordance with their terms.
 - (C) When the Restricted Stock Units are granted under the Plan, the Restricted Stock Units will be legal and binding obligations of BioTime enforceable in accordance with their terms.
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(D) When the Shares are issued and sold pursuant to the Plan, whether as restricted stock, or pursuant to the exercise of Options or SARs, or upon the settlement or Restricted Stock Units, granted under the Plan, the Shares will be legally and validly issued and outstanding, fully paid and nonassessable.

The foregoing opinions are limited to the laws of the State of California and the Federal laws of the United States of America.

We assume no obligation to supplement, amend, or to otherwise update the opinions expressed above if any applicable laws change after the date of this opinion letter, or if we become aware of any facts that might change our opinions after the date of this opinion letter.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Thompson, Welch, Soroko & Gilbert LLP

Thompson, Welch, Soroko & Gilbert LLP

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 16, 2017 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, 2016.

/s/ OUM & CO. LLP

San Francisco, California
July 7, 2017
