

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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): October 15, 2009.

BioTime, Inc.

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of incorporation)

1-12830

(Commission File Number)

94-3127919

(IRS Employer Identification No.)

**1301 Harbor Bay Parkway, Suite 100
Alameda, California 94502**

(Address of principal executive offices)

(510) 521-3390

(Registrant's telephone number, including area code)

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:

- 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))
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Statements made in this Report that are not historical facts may constitute forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those discussed. Such risks and uncertainties include but are not limited to those discussed in this report and in BioTime's Annual Report on Form 10-K filed with the Securities and Exchange Commission. Words such as "expects," "may," "will," "anticipates," "intends," "plans," "believes," "seeks," "estimates," and similar expressions identify forward-looking statements.

Section 1 - Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On October 15, 2009, our subsidiary, OncoCyte Corporation entered into a Stock Purchase Agreement under which it sold 3,000,000 of its common shares, no par value, to George Karfunkel for \$2,000,000 in cash, representing a 15% interest in OncoCyte. Under the Stock Purchase Agreement, Mr. Karfunkel has the right, but not the obligation, to purchase an additional 3,000,000 OncoCyte common shares for \$2,000,000 on or before April 15, 2010 based on an agreed initial market cap of approximately \$15,000,000. Mr. Karfunkel beneficially owns more than 10% of the outstanding common shares of BioTime.

OncoCyte has agreed to file a registration statement to register Mr. Karfunkel's OncoCyte shares for sale under the Securities Act of 1933, as amended (the "Securities Act"), upon his request but not earlier than one year after OncoCyte completes an initial public offering of its common shares. Mr. Karfunkel may also include his shares in any registration statement filed by OncoCyte under the Securities Act at any time after the completion of an initial public offering of OncoCyte common shares, subject to certain exceptions and limitations. OncoCyte will bear the costs of the registration statements, including without limitation all registration and filing fees, fees and expenses of compliance with securities or blue sky laws (including counsel's fees and expenses), printing expenses, messenger and delivery expenses, listing fees and expenses, and fees and expenses of OncoCyte's counsel, independent accountants and other persons retained or employed by OncoCyte. Mr. Karfunkel will pay any underwriters discounts applicable to the sale of his shares. OncoCyte and Mr. Karfunkel have agreed to indemnify each other from certain liabilities, including liabilities under the Securities Act, that may arise in connection with the sale of his shares under any such registration statements.

We organized OncoCyte for the purpose of developing novel therapeutics for the treatment of cancer based on stem cell technology. We will license certain technology to OncoCyte restricted to the field of cell-based cancer therapies, including early patent filings on targeting stem cells to malignant tumors. OncoCyte's new therapeutic strategy and goal will be to utilize human embryonic stem cell technology to create genetically modified stem cells capable of homing to specific malignant tumors while carrying genes that can cause the destruction of the cancer cells. There is no assurance that OncoCyte will be successful in developing any such new technology or stem cell products, or that any technology or products that may be developed will be proven safe and effective in treating cancer in humans or be successfully commercialized.

Section 7 - Regulation FD

Item 7.01 - Regulation FD Disclosure

The press release filed as Exhibit 99.1 is incorporated by reference.

Section 9-Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

Exhibit Number

Description

[99.1](#) Press Release Dated October 15, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BIOTIME, INC.

Date: October 15, 2009

By /s/ Steven A. Seinberg
Chief Financial Officer

Exhibit Number

Description

99.1

Press Release Dated October 15, 2009

BioTIME, INC.**1301 Harbor Bay Parkway
Alameda, CA 94502
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www.biotimeinc.com
www.embryome.com**

**NEW BIOTIME SUBSIDIARY, ONCOCYTE CORPORATION, RECEIVES \$2 MILLION
EQUITY FINANCING TO DEVELOP CANCER TREATMENTS USING STEM CELL TECHNOLOGY**

Agreement Provides Investor Option for an Additional \$2 Million Investment within Six Months

ALAMEDA, CA, October 15, 2009 – BioTime, Inc. (OTCBB: BTIM) announced today that it has organized a new subsidiary, OncoCyte Corporation, for the purpose of developing novel therapeutics for the treatment of cancer based on stem cell technology. BioTime will license certain technology to the new company restricted to the field of cell-based cancer therapies, including early patent filings on targeting stem cells to malignant tumors. A private investor has purchased 3,000,000 common shares of OncoCyte for \$2 million, representing an initial 15% stake in the new company, and the investor has the option of purchasing an additional 3,000,000 common shares for \$2 million on or before April 15, 2010, based on an agreed initial market cap of approximately \$15,000,000.

OncoCyte's new therapeutic strategy and goal will be to utilize human embryonic stem cell technology to create genetically modified stem cells capable of homing to specific malignant tumors while carrying genes that can cause the destruction of the cancer cells. This therapeutic use of human embryonic stem cells differs from most proposed industrial uses of stem cell technology in that OncoCyte's goal is not the stable engraftment of the cells to regenerate tissue function, but rather a use of the unique properties of stem cells as a tool to eliminate malignant cells.

"Cancer is the second leading cause of death in the United States," said David Jin, M.D., Ph.D., OncoCyte's new Chief Medical Officer. "The ability of human embryonic stem cells to be genetically modified and then transformed into any of the cells of the human body may provide a cell-based strategy to targeting and destroying particularly intractable forms of human cancer, such as metastatic breast, lung, prostate, cervical, pancreatic tumors."

"There is a wide array of novel and potentially valuable therapies possible with human embryonic stem cell technology," said Michael West, Ph.D., BioTime's CEO. "OncoCyte is part of BioTime's strategy to create value for our shareholders by forming subsidiaries focused on specific therapeutic applications of stem cell technologies. We previously organized our first subsidiary, Embryome Sciences, Inc., to bring BioTime relatively near-term revenues through the sale of our products into the research market. Embryome Sciences will co-market certain stem cell research products with Millipore Corporation. Similarly, our formation of BioTime Asia offers the possibility of accelerating the commercialization of diverse therapeutic and research applications of stem cells in the People's Republic of China."

About BioTime, Inc.

BioTime, headquartered in Alameda, California, is a biotechnology company focused on regenerative medicine and blood plasma volume expanders. BioTime develops and markets research products in the field of stem cells and regenerative medicine through its wholly owned subsidiary Embryome Sciences, Inc. In addition to its stem cell products, BioTime markets blood plasma volume expanders and related technology for use in surgery, emergency trauma treatment, and other applications. BioTime's lead product, Hextend[®], is a blood plasma volume expander manufactured and distributed in the U.S. by Hospira, Inc. and in South Korea by CJ CheilJedang Corp. under exclusive licensing agreements. Additional information about BioTime can be found on the web at www.biotimeinc.com.

Forward-Looking Statements

Statements pertaining to future financial and/or operating results, future growth in research, technology, clinical development, and potential opportunities for the company and its subsidiaries, along with other statements about the future expectations, beliefs, goals, plans, or prospects expressed by management constitute forward-looking statements. Any statements that are not historical fact (including, but not limited to statements that contain words such as "will," "believes," "plans," "anticipates," "expects," "estimates,") should also be considered to be forward-looking statements. Forward-looking statements involve risks and uncertainties, including, without limitation, risks inherent in the development and/or commercialization of potential products, uncertainty in the results of clinical trials or regulatory approvals, need and ability to obtain future capital, and maintenance of intellectual property rights. Actual results may differ materially from the results anticipated in these forward-looking statements and as such should be evaluated together with the many uncertainties that affect the company's business, particularly those mentioned in the cautionary statements found in the company's Securities and Exchange Commission filings. The company disclaims any intent or obligation to update these forward-looking statements.

Contact:

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To receive ongoing BioTime corporate communications, please click on the following link to join our email alert list: <http://www.b2i.us/irpass.asp?BzID=1152&to=ea&s=0>
