**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): **July 7, 2009**

# BIOTIME, INC.

(Exact name of registrant as specified in its charter)

| **California** | **1-12830** | **94-3127919** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**1301 Harbor Bay Parkway**
**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))

*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 other reports 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 July 7, 2009, our subsidiary, Embryome Sciences, Inc., entered into an agreement under which Millipore Corporation will become a worldwide distributor of ACTCellerate™ human progenitor cell lines. Millipore's initial offering of Embryome Sciences' products will include six novel progenitor cell lines and optimized ESpan™ growth media for the *in vitro* propagation of each progenitor cell line. The companies anticipate jointly launching 35 cell lines and associated ESpan™ growth media within the coming 12 months.

Derived from human embryonic stem cells but not fully differentiated into specific cell types, each ACTCellerate™ line provides a convenient, highly purified source of progenitor cells that may have applications in drug discovery, research, and the development of therapeutic products.

Millipore will be Embryome Sciences' exclusive third party distributor of the products covered by the agreement, although Embryome Sciences retains the right to sell the products to its own customers. Embryome Sciences will provide the products to Millipore on consignment and will be paid on a quarterly basis for products sold. Embryome Sciences will receive additional annual payments from Millipore, based on a percentage of annual sales, if annual sales exceed certain milestone amounts.

The agreement will have a term of five years, subject to annual renewal if the parties so elect, and subject to Millipore's right to terminate the agreement at any time upon 60 days notice. Either party may also terminate the agreement in the case of an uncured breach or default by the other party.

**Section 9-Financial Statements and Exhibits**

**Item 9.01- Financial Statements and Exhibits.**

| Exhibit Number | Description |
|---|---|
| 99.1 | Press Release Dated July 9, 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: July 9, 2009

By /s/ Steven A. Seinberg
Chief Financial Officer

| Exhibit Number | Description |
| --- | --- |
| 99.1 | Press Release Dated July 9, 2009 |

**Exhibit 99.1**

**BIOTIME, INC.**

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# BioTime Announces Stem Cell Co-marketing Agreement with Millipore

*Millipore to distribute BioTime's Novel ACTCellerate™ Human Progenitor Cells*

**ALAMEDA, CA, July 9, 2009 –** BioTime, Inc. (OTCBB: BTIM) today announced that Millipore Corporation and BioTime's subsidiary Embryome Sciences, Inc., have entered into a co-marketing agreement whereby Millipore will become a worldwide distributor of ACTCellerate™ human progenitor cell lines. Derived from human embryonic stem cells but not fully differentiated into specific cell types, each ACTCellerate™ line provides a convenient, highly purified source of progenitor cells that may have applications in drug discovery, research, and the development of therapeutic products.

"The Millipore team is committed to supplying high quality products to transport the emerging field of regenerative medicine to an increasing level of sophistication," states Donald O'Neil, director of marketing for stem cells and cell biology at Millipore. "We believe that Embryome Sciences' novel, highly-purified, and scalable progenitor lines have potential to be a significant breakthrough for the industry, and we're excited to feature them in our rapidly growing family of novel stem cell lines, media, antibodies, cultureware, and characterization kits."

"Many researchers prefer to work with well-characterized progenitor cells rather than starting from scratch with embryonic stem cells," said Michael D. West, Ph.D., CEO of BioTime and Embryome Sciences. "The ACTCellerate™ product line gives scientists a jump-start on their research by providing a reliable, highly purified source of characterized human progenitor cells from a variety of lineages. We look forward to working with Millipore's outstanding marketing team to make these cell lines widely available to scientists worldwide, allowing them to more quickly perform the research and development work that may lead to life-saving therapies."

***Background***

The ACTCellerate™ lines were developed using a novel approach to stem cell differentiation. Unlike traditional methods that result in low percentages of progenitor cells, the ACTCellerate™ lines are generated using a two-step multiplex process that rapidly isolates and purifies progenitor cells from many different lineages. Each progenitor line is selected for scalability and robustness, and then characterized by phenotype and gene marker expression.

Millipore's initial offering of Embryome Sciences' products will include six novel progenitor cell lines and optimized ESpan™ growth media for the *in vitro* propagation of

each progenitor cell line. Additional cell lines will be introduced frequently, as Embryome Sciences has already isolated over 140 distinct progenitor cell types. The companies anticipate jointly launching 35 cell lines and associated ESpan™ growth media within the coming 12 months.

***About Millipore***

Millipore is a Life Science leader providing cutting-edge technologies, tools, and services for bioscience research and biopharmaceutical manufacturing. As a strategic partner, we collaborate with customers to confront the world's challenging human health issues. From research to development to production, our scientific expertise and innovative solutions help customers tackle their most complex problems and achieve their goals. Millipore Corporation is an S&P 500 company with more than 5,900 employees worldwide. For more information, visit www.millipore.com.

Millipore is a registered trademark and the "M" logo and ADVANCING LIFE SCIENCE TOGETHER are trademarks of Millipore Corporation.

***About BioTime, Inc.***

BioTime, headquartered in Alameda, California, is a biotechnology company focused on regenerative medicine and blood plasma volume expanders. The Company 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, the Company 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 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.

Hextend®, PentaLyte®, HetaCool®, Embryomics™, ESpy™, ReCyte™, and ESpan™, are trademarks of BioTime, Inc. ACTCellerate™ is a trademark licensed to Embryome Sciences, Inc. by Advanced Cell Technology, Inc.

***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 subsidiary, 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.

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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