

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Samuel George A. III</u> (Last) (First) (Middle) <u>2173 SALK AVENUE, SUITE 200</u> (Street) <u>CARLSBAD CA 92008</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Lineage Cell Therapeutics, Inc. [LCTX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel/Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, no par value	02/11/2023		M		6,076 ⁽¹⁾	A	(1)	6,076 ⁽²⁾	D	
Common Shares, no par value	02/11/2023		F		2,478 ⁽³⁾	D	\$1.35	3,598 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.00	02/11/2023		M			6,076	(4)	(4)	Common Shares	6,076	\$0.00	18,227	D	

Explanation of Responses:

- Shares earned by the Reporting Person as a result of the vesting of a portion of Restricted Stock Units ("RSUs") granted to the Reporting Person on February 11, 2022. RSUs convert into common shares on a one-for-one basis.
- Does not include RSUs that may be settled in shares of the issuer's common stock that have not vested as of the date of this Report or shares that may be acquired upon the exercise of certain stock options.
- Shares withheld by the issuer to satisfy statutory tax withholding requirements on the vesting of 6,076 RSUs in a transaction exempt under Rule 16(b)-3. No shares were sold in connection with this transaction.
- The Reporting Person was granted RSUs on February 11, 2022 that vested with respect to 25% of the shares subject to the award on February 11, 2023, and the balance will vest in 3 equal annual installments on each anniversary date thereafter.

/s/ Grant Harbert, as Attorney-in Fact 02/14/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.