

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): **May 21, 2013**

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
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 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 5 – Corporate Governance and Management

Item 5.07 - Submission of Matters to a Vote of Security Holders.

On May 21, 2013 we held a Special Meeting of Shareholders at which our shareholders voted to approve the following three proposals:

Proposal 1, which we refer to as the "Share Issuance Proposal," approved the issuance of up to 19,463,464 BioTime common shares, no par value, ("Common Shares") pursuant to an Asset Contribution Agreement with our subsidiary Asterias Biotherapeutics, Inc. ("Asterias") and Geron Corporation, consisting of (i) 8,902,077 Common Shares to Asterias; (ii) warrants to purchase an additional 8,000,000 Common Shares to Asterias and the issuance of the Common Shares underlying those warrants upon valid exercise of such warrants; and (iii) up to an additional 2,561,387 Common Shares to Asterias to replace a \$5,000,000 cash investment in Asterias by a private investor in the unexpected event that Asterias does not receive such cash investment, and/or to Geron as reimbursement for certain expenses up to \$750,000 in value, and/or if we decide to contribute additional Common Shares rather than cash to Asterias.

Proposal 2, which we refer to as the "Articles Amendment Proposal," approved an amendment to our Articles of Incorporation to increase the number of authorized Common Shares that we may issue from 75,000,000 Common Shares to 125,000,000 Common Shares, and the number of authorized preferred shares, no par value ("Preferred Shares") that we may issue from 1,000,000 Preferred Shares to 2,000,000 Preferred Shares.

Proposal 3, which we refer to as the "Adjournment Proposal," approved the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there were not sufficient votes at the time of the Special Meeting to approve the Share Issuance Proposal and the Articles Amendment Proposal.

There were 53,361,825 BioTime common shares outstanding and entitled to vote at the Special Meeting as of April 16, 2013, the record date for determining shareholders entitled to vote at the meeting, of which 34,450,307 shares, or 64.6%, were represented and voted at the meeting, either in person or by proxy. The following tables show the votes cast by our shareholders and any abstentions with respect to the three proposals. Information is also provided as to broker non-votes. A "broker non-vote" occurs when a shareholder whose shares are held in "street name" in a brokerage account or similar account does not instruct the shareholder's broker or other nominee in whose name the shares are registered how to vote on a matter as to which brokers and nominees are not permitted to vote without instructions from their client. Brokers were not permitted under applicable rules of the New York Stock Exchange and the NYSE MKT to vote the Share Issuance Proposal or the Articles Amendment Proposal.

The Share Issuance Proposal was approved by the following vote:

	<u>Shares Voted</u>
For	33,766,302
Against	445,152
Abstain	60,763

There were 178,360 broker non-votes on this proposal.

The Articles Amendment Proposal was approved by the following vote:

	<u>Shares Voted</u>
For	32,459,164
Against	1,748,643
Abstain	64,140

There were 178,360 broker non-votes on this proposal.

The Adjournment Proposal was approved by the following vote but was not implemented because we received enough votes to approve the Share Issuance Proposal and the Articles Amendment Proposal:

	<u>Shares Voted</u>
For	32,802,660
Against	1,576,941
Abstain	70,706

There were no broker non-votes on this proposal.

Approval of the Share Issuance Proposal and the Articles Amendment Proposal was one of the conditions required to be met in order to consummate the asset contribution transaction pursuant to the Asset Contribution Agreement. Other conditions remain to be satisfied. We expect that the transaction will be consummated by September 30, 2013.

Section 9 – Financial Statements and Exhibits

Item 9.01 - Financial Statements and Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment of Articles of Incorporation
99.1	Press Release Dated May 23, 2013

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: May 23, 2013

By: /s/ Robert W. Peabody
Senior Vice President, Chief Operating Officer and
Chief Financial Officer

Exhibit Number	Description
3.1	Certificate of Amendment of Articles of Incorporation
99.1	Press Release Dated May 23, 2013

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Michael D. West and Judith Segall certify that:

1. They are the President and Secretary, respectively, of BioTime, Inc., a California corporation.
2. Article THREE of the Articles of Incorporation of the corporation is amended to read as follows:

THREE: The corporation is authorized to issue two classes of shares, which shall be designated "Common Shares" and "Preferred Shares". The number of Common Shares which the corporation is authorized to issue is 125,000,000, and the number of Preferred Shares which the corporation is authorized to issue is 2,000,000. The Preferred Shares may be issued in one or more series as the board of directors may by resolution designate. The board of directors is authorized to fix the number of shares of any series of Preferred Shares and to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon the Preferred Shares as a class, or upon any wholly unissued series of Preferred Shares. The board of directors may, by resolution, increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Shares subsequent to the issue of shares of that series.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with section 902 of the Corporations Code. The total number of outstanding Common Shares of the corporation entitled to vote with respect to the amendment was 53,361,825. The number of Common Shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding Common Shares entitled to vote. There are no Preferred Shares of the corporation issued and outstanding.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Alameda, California on May 21, 2013.

/s/Michael D. West

Michael D. West, President

/s/Judith Segall

Judith Segall, Secretary

BioTime Announces Results of Vote at Special Meeting of Shareholders

Shareholders approve proposals related to the planned acquisition of stem cell assets of Geron Corporation by BioTime subsidiary Asterias Biotherapeutics, Inc.

ALAMEDA, Calif.--(BUSINESS WIRE)--May 23, 2013--BioTime, Inc. (NYSE MKT: BTX) today announced that at a Special Meeting held on May 21, 2013, its shareholders approved the proposals related to the planned acquisition of stem cell related assets from Geron Corporation by BioTime's subsidiary Asterias Biotherapeutics, Inc. ("Asterias"). Each of the proposals received at least 32,459,164 votes in favor from the 34,450,307 shares that were represented and voted, in person or by proxy, at the meeting. Additional information concerning the proposals approved at the Special Meeting and the vote totals can be found in a Form 8-K that BioTime has filed with the Securities and Exchange Commission.

Approvals of the Share Issuance Proposal and the Articles Amendment Proposal were necessary for the acquisition of stem cell related assets from Geron Corporation under the Asset Contribution Agreement, as the approval of those proposals satisfies one of the conditions required to be met in order to complete the asset contribution transaction.

About BioTime, Inc.

BioTime, headquartered in Alameda, California, is a biotechnology company focused on regenerative medicine and blood plasma volume expanders. Its broad platform of stem cell technologies is enhanced through subsidiaries focused on specific fields of application. BioTime develops and markets research products in the fields of stem cells and regenerative medicine, including a wide array of proprietary *PureStem*[™] cell lines, *HyStem*[®] hydrogels, culture media, and differentiation kits. BioTime is developing *Renevia*[™] (formerly known as *HyStem*[®]-Rx), a biocompatible, implantable hyaluronan and collagen-based matrix for cell delivery in human clinical applications. BioTime's therapeutic product development strategy is pursued through subsidiaries that focus on specific organ systems and related diseases for which there is a high unmet medical need. BioTime's majority owned subsidiary Cell Cure Neurosciences Ltd. is developing therapeutic products derived from stem cells for the treatment of retinal and neural degenerative diseases. BioTime's subsidiary OrthoCyte Corporation is developing therapeutic applications of stem cells to treat orthopedic diseases and injuries. Another subsidiary, OncoCyte Corporation, focuses on the diagnostic and therapeutic applications of stem cell technology in cancer, including the diagnostic product *PanC-Dx*[™] currently being developed for the detection of cancer in blood samples. ReCyte Therapeutics, Inc. is developing applications of BioTime's proprietary induced pluripotent stem cell technology to reverse the developmental aging of human cells to treat cardiovascular and blood cell diseases. BioTime's subsidiary LifeMap Sciences, Inc. markets *GeneCards*[®], the leading human gene database, as part of an integrated database suite that also includes the *LifeMap Discovery*[™] database of embryonic development, stem cell research and regenerative medicine, and *MalaCards*, the human disease database. LifeMap Sciences also markets BioTime research products and *PanDaTox*, an innovative, recently developed, searchable database that can aid in the discovery of new antibiotics and biotechnologically beneficial products. Asterias Biotherapeutics, Inc. is a new subsidiary being used to acquire the stem cell assets of Geron Corporation, including patents and other intellectual property, biological materials, reagents and equipment for the development of new therapeutic products for regenerative medicine. 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 Corporation 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 BioTime 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 business of BioTime and its subsidiaries, particularly those mentioned in the cautionary statements found in BioTime's Securities and Exchange Commission filings. BioTime disclaims any intent or obligation to update these forward-looking statements.

To receive ongoing BioTime corporate communications, please click on the following link to join our email alert list:
<http://news.biotimeinc.com>

CONTACT:

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