

Item 1.01. Entry into a Material Definitive Agreement

On December 26, 2017, Cellular Biomedicine Group, Inc. (the “Company”) entered into a Share Purchase Agreement (the “Agreement”) with two investors (collectively, the “Purchasers”), pursuant to which the Company agreed to sell and the Purchasers agreed to purchase from the Company, an aggregate of 1,166,667 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share, at \$12.00 per share, for total gross proceeds of approximately \$14,000,000. The closing of the transactions contemplated by the Agreement (the “Closing”) occurred on December 28, 2017. Together with a private placement with three of its executive officers on December 22, 2017, the Company raised an aggregate of approximately \$14.5 million in the two private placements in December 2017 (collectively, the “Financing”).

The Company agreed to file a registration statement covering the resale of the Shares as soon as practicable after the Closing. The Company also granted to the Purchasers certain “piggy-back” registration rights on future registration statements of the Company filed pursuant to the Securities Act of 1933, as amended (the “Securities Act”) (subject to certain exceptions, including but not limited to the filing of a registration statement on Form S-4 or Form S-8).

The Purchasers agreed to indemnify the Company and its representatives for any breaches of the Purchasers’ representations, warranties or covenants in the Agreement as well as for any transfer taxes incurred. The Company agreed to indemnify the Purchasers and their representatives for any breaches of the Company’s representations, warranties or covenants in the Agreement.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a form of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

The issuance of the Shares was made in reliance on the exemption from registration provided by Regulation S under the Securities Act.

Item 3.02 Unregistered Sales of Equity Securities.

The disclosure set forth in Item 1.01 above is hereby incorporated by reference into this Item 3.02.

Item 8.01. Other Events.

On December 28, 2017, the Company issued a press release announcing the Financing, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Share Purchase Agreement, dated December 26, 2017

99.1 Press Release, dated December 28, 2017

SIGNATURE

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

Cellular Biomedicine Group,
Inc.

Date: December 28, 2017 By: /s/ Bizuo (Tony) Liu
Bizuo (Tony) Liu
Chief Executive Officer