

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Fibrocell Science, Inc.		2 Issuer's employer identification number (EIN) 87-0458888	
3 Name of contact for additional information Kimberly Smith	4 Telephone No. of contact (484) 713-6026	5 Email address of contact kim.smith@fibrocellscience.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 405 Eagleview Boulevard		7 City, town, or post office, state, and Zip code of contact Exton, PA 19341	
8 Date of action Various		9 Classification and description Series D Preferred Stock	
10 CUSIP number 315721100	11 Serial number(s) N/A	12 Ticker symbol FCSC	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On various dates in 2011, Fibrocell Science, Inc. ("Fibrocell") made cash distributions to former shareholders of their Class D shares. Fibrocell had no current or accumulated E&P in 2011, so this cash distribution was a return of capital to the shareholders.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The cash distribution paid was \$32.92 per share on average on 7,779 Class D shares to applicable shareholders. This return of capital reduced the applicable shareholders' basis in their shares by 3.29% on average.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **See 14 and 15 above. As a result of the cash distributions paid over multiple dates in 2011, the shareholders of the 7,779 Class D shares had their basis in these shares reduced by \$265,125 in aggregate and individually by the amount received.**

