

**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 Greg Weaver	4 Telephone No. of contact (484) 713-6000	5 Email address of contact Gweaver@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 4/30/2013		9 Classification and description Common 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 ▶ Effective at 12:01am on April 30, 2013, Fibrocell Science, Inc., ("Fibrocell") amended its Articles of Incorporation to effect a 25-1 reverse stock split of Fibrocell's common stock whereby every 25 shares of common stock outstanding combined and reduced to one common stock (split effective 12:01 am on April 30, 2013). Fractional shares of post-split Fibrocell common stock will not be issued as a result of the reverse stock split; instead, holders of pre-split shares of Fibrocell common stock who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split will have their number of post-split shares rounded up to the nearest whole share.

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 ▶ Pursuant to the 1-for-25 reverse stock split, the stockholder's basis in each share of new Fibrocell's common stock (immediately following the effectiveness of the reverse stock split on April 30, 2013) will be equal to the stockholder's basis in each block of 25 shares of Fibrocell's common stock (held as of 12:01 am on April 30, 2013) which were exchanged for such new share of Fibrocell's common stock with such blocks of 25 shares determined by application of Treas. Reg. 1.358-2(a). No fractional shares were issued; blocks of less than 25 shares were rounded up to the nearest whole share. Each share received for any block of less than 25 shares of common stock surrendered will have a basis that equals the basis of such shares surrendered.

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 item 14 and 15 above. The aggregate tax basis in Fibrocell stock held immediately after the reverse stock split (effective at 12:01 am on April 30, 2013) equals the basis in the shares surrendered.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Internal Revenue Code section 368(a)(1)(E) and Internal Revenue Code section 358(b)(1)

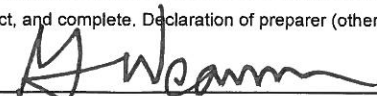
Internal Revenue Code section 1036(a) and Internal Revenue Code section 1031(d)

18 Can any resulting loss be recognized? ▶ No loss can be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2013 for taxpayers reporting taxable income on a calendar basis. For stockholders reporting taxable income on a basis other than calendar year, the reportable year is the stockholder's tax year that includes April 30, 2013.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ 8.7.14

Print your name ▶ Greg Weaver Title ▶ Chief Financial Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	William Marx, Jr.				P00364428
	Firm's name ▶ Grant Thornton LLP	Firm's EIN ▶ 36-6055558		Phone no. (215) 561-4200	
	Firm's address ▶ 2001 Market Street, Suite 700 Philadelphia, PA 19103				