

**UNITED STATES
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 23, 2018

 **FIBROCELL**
FIBROCELL SCIENCE, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction of Incorporation or
Organization)

001-31564
(Commission File No.)

87-0458888
(I.R.S. Employer Identification No.)

405 EAGLEVIEW BLVD., EXTON, PA 19341
(Address of principal executive offices and zip code)

(484) 713-6000
(Registrant's telephone number, including area code)
(Former name or former address, if changed from last report)

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

The disclosure set forth under Items 5.03 and 8.01 below is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 23, 2018, Fibrocell Science, Inc. (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting"), at which the Company's stockholders approved an amendment to the Company's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to effect a reverse stock split of the Company's outstanding shares of common stock, par value \$0.001 (the "Common Stock"), at a ratio within a range from 1-for-3 to 1-for-10, with the final ratio to be determined by the Company's Board of Directors (the "Board"), in its sole discretion.

On May 23, 2018, the Board approved a one-for-five (1-for-5) reverse stock split of the Common Stock ("Reverse Stock Split"). On May 24, 2018, the Company filed a Certificate of Amendment ("Certificate of Amendment") to the Certificate of Incorporation with the Secretary of State of the State of Delaware to effect the Reverse Stock Split. Pursuant to the Certificate of Amendment, effective as of 5:00 p.m. Eastern Time on May 24, 2018, each outstanding share of Common Stock will automatically combine into 1/5 of a share of Common Stock. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would have otherwise resulted from the Reverse Stock Split will be rounded up to the next whole number of shares.

The Reverse Stock Split affects all of the Company's issued and outstanding shares of Common Stock. The Reverse Stock Split will also affect the Company's outstanding convertible preferred stock, stock options, warrants and other exercisable or convertible instruments, all of which will be adjusted proportionately to reflect the Reverse Stock Split. Each stockholder's percentage ownership in the Company and proportional voting power remains unchanged after the Reverse Stock Split, except for minor changes resulting from the rounding up of fractional shares.

As a result of the Reverse Stock Split, the number of issued and outstanding shares of Common Stock will be adjusted from 28,375,851 shares to approximately 5.7 million shares. The number of authorized shares of Common Stock and preferred stock under the Certificate of Incorporation remains the same, or 150,000,000 and 5,000,000, respectively.

The Common Stock will begin trading on a post-Reverse Stock Split basis on The Nasdaq Capital Market tier of The Nasdaq Stock Market at the open of the market on May 25, 2018. The Company's trading symbol will remain "FCSC". The new CUSIP number for the Common Stock following the Reverse Stock Split is 315721407.

The information set forth herein is qualified in its entirety by the terms contained in the Certificate of Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1.

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

On May 23, 2018, the Company held its Annual Meeting. As of March 26, 2018, the record date for the Annual Meeting, there were 28,356,351 shares of Common Stock issued and outstanding and entitled to vote on the proposals presented at the Annual Meeting, of which 24,477,476, or 86%, were present in person or represented by proxy, which constituted a quorum. The holders of shares of our Common Stock are entitled to one vote for each share held and cumulative voting for directors is not permitted. Set forth below are the final voting results for each of the proposals submitted to a vote of the Company's stockholders at the Annual Meeting.

Proposal No. 1. Election of Directors

The Company's stockholders elected Messrs. Maslowski and Moore to the Board, each to serve as Class III directors until the Company's 2021 Annual Meeting or until his successor is duly elected and qualified. The voting on this proposal is set forth below:

Shares Voted:	For	Withheld	Broker Non-Votes
John Maslowski	12,038,952	364,519	12,074,005
Kelvin Moore	12,019,649	383,822	12,074,005

The terms of office of the following directors who did not stand for re-election continued after the Annual Meeting (i) the Class I directors serving until 2019 are Marc Mazur, Christine St.Clare and Douglas J. Swirsky, and (ii) the Class II directors serving until 2020 are Marcus Smith and Julian Kirk.

Proposal No. 2. Amendment to the Company's Restated Certificate of Incorporation

The Company's stockholders approved the Certificate of Amendment to effect a Reverse Stock Split at a ratio within a range of 1:3 to 1:10, with the final ratio to be determined by the Board, in its sole discretion. The voting on this proposal is set forth below:

Shares Voted:	For	Against	Abstentions	Broker Non-Votes
Amendment to Restated Certificate of Incorporation	21,723,298	1,988,578	765,600	—

Proposal No. 3. Ratification of Appointment of Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018. The voting on this proposal is set forth below:

Shares Voted:	For	Against	Abstentions	Broker Non-Votes
Ratification of PricewaterhouseCoopers LLP	23,320,940	1,123,978	32,558	—

Proposal No. 4. Authorization to Adjourn the Annual Meeting

The Company's stockholders approved the proposal to authorize the proxy holder to adjourn the Annual Meeting to another time and place, if necessary, to solicit additional proxies in the event that there are not sufficient votes to approve any of the foregoing proposals. The voting on this proposal is set forth below:

Shares Voted:	For	Against	Abstentions	Broker Non-Votes
Authorization to Adjourn the Annual Meeting	22,817,930	1,501,911	157,635	—

Adjournment of the Annual Meeting was not necessary or appropriate because there were sufficient votes in favor of Proposal No. 2.

Item 8.01 Other Events.

On May 24, 2018, the Company announced the Reverse Stock Split as described in Item 5.03. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment of the Restated Certificate of Incorporation of Fibrocell Science, Inc. as amended.
99.1	Press Release dated May 24, 2018.

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.

By: **Fibrocell Science, Inc.**
/s/ John M. Maslowski

John M. Maslowski
President and Chief Executive Officer

Date: May 24, 2018

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF THE RESTATED CERTIFICATE OF INCORPORATION OF
FIBROCELL SCIENCE, INC.

Fibrocell Science, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") for the purpose of amending its Restated Certificate of Incorporation, as amended, in accordance with the General Corporation Law of the State of Delaware, does hereby make and execute this Certificate of Amendment to the Restated Certificate of Incorporation, as amended, and does hereby certify that:

1. The Board of Directors of the Corporation (the "Board"), acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), so that effective upon the effective time of this Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware, every five shares of the Corporation's common stock, par value \$0.001 per share (hereinafter the "Common Stock"), issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one share of Common Stock without increasing or decreasing the par value of each share of Common Stock (the "Reverse Stock split") and without increasing or decreasing the authorized number of shares of Common Stock or the Corporation's preferred stock, par value \$0.001 per share (hereinafter the "Preferred Stock"); provided, however, no fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split, and instead, the Corporation shall issue one full share of post-Reverse Stock Split Common Stock to any stockholder who would have been entitled to receive a fractional share of Common Stock as a result of the Reverse Stock Split. The Reverse Stock Split shall occur whether or not the certificates representing such shares of Common Stock are surrendered to the Corporation or its transfer agent.

2. The foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation law of the State of Delaware by the vote of a majority of each class of outstanding stock of the Corporation entitled to vote thereon at the annual meeting of stockholders of the Corporation held on May 23, 2018.

3. This amendment shall be effective as of 5:00 p.m., Eastern Time, on the date of filing of this Certificate of Amendment with the Secretary of State of the State of Delaware.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, I have signed this Certificate this 24th day of May, 2018.

FIBROCELL SCIENCE, INC.

/s/ John M. Maslowski
John M. Maslowski
President and Chief Executive Officer

[Signature Page to Certificate of Amendment of the Restated Certificate of Incorporation of Fibrocell Science, Inc.]

\\PH - 036137000005 - 388457 v1



Fibrocell Announces One-for-Five Reverse Stock Split

Shares of Common Stock Will Begin Trading on Split-Adjusted Basis on May 25, 2018

EXTON, PA – May 24, 2018 – Fibrocell Science, Inc. (NASDAQ: FCSC), a gene therapy company focused on transformational autologous cell-based therapies for skin and connective tissue diseases, today announced that it will effect a one-for-five reverse stock split of its common stock at 5:00 pm ET today. Beginning with the opening of trading on May 25, 2018, the Company's common stock will trade on The Nasdaq Capital Market on a split-adjusted basis under a new CUSIP number 315721407.

Fibrocell's stockholders approved an amendment authorizing the reverse stock split at its Annual Meeting of Stockholders on May 23, 2018. The specific one-for-five ratio was subsequently approved by the Company's Board of Directors and the reverse stock split was effected by filing a Certificate of Amendment to the Company's Restated Certificate of Incorporation with the Secretary of State of the State of Delaware.

The reverse stock split will be effected simultaneously for all outstanding shares of common stock and the ratio determined by the Board will be the same for all outstanding shares of common stock. The reverse stock split will affect all holders of shares of Fibrocell common stock uniformly and each stockholder will hold the same percentage of Fibrocell common stock outstanding immediately following the reverse stock split as that stockholder held immediately prior to the reverse stock split, except for adjustments that may result from the treatment of fractional shares as described below. The reverse stock split will not reduce the number of authorized shares of common stock, or preferred stock, or change the par values of Fibrocell common stock (which will remain at \$0.001 per share) or preferred stock (which will remain at \$0.001 per share). No fractional shares will be issued in connection with the reverse stock split. Any fractional share of common stock that would otherwise have resulted from the reverse stock split will be rounded up to the nearest whole share.

The reverse stock split is intended to increase the per share trading price of the Company's common stock to permit the Company to regain compliance with the continued listing requirements of The Nasdaq Capital Market.

Information for Stockholders

Fibrocell's transfer agent, Broadridge Corporate Issuer Solutions (BCIS), will act as exchange agent for the reverse stock split, and will provide stockholders of record holding certificates representing pre-split shares of the Company's common stock as of the effective date with a letter of transmittal providing instructions for the exchange of stock certificates for post-split shares. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to the broker's or nominee's particular procedures for processing the reverse stock split, and will not be required to take any

action in connection with the reverse stock split. BCIS may be reached by telephone at 1-877-830-4936.

Additional information about the reverse stock split can be found in Fibrocell's definitive proxy statement, filed April 2, 2018, and Form 8-K filed today with the Securities and Exchange Commission, copies of which are available at www.sec.gov and at www.fibrocell.com under the SEC Filings tab located on the Investors page.

About Fibrocell

Fibrocell is an autologous cell and gene therapy company translating personalized biologics into medical breakthroughs for diseases affecting the skin and connective tissue. Fibrocell's most advanced product candidate, FCX-007, is the subject of a Phase 1/2 clinical trial for the treatment of recessive dystrophic epidermolysis bullosa. Fibrocell is also developing FCX-013, the Company's product candidate for the treatment of moderate to severe localized scleroderma. Fibrocell's gene therapy portfolio is being developed in collaboration with Precigen, Inc., a wholly owned subsidiary of Intrexon Corporation (NYSE: XON), a leader in synthetic biology. For more information, visit <http://www.fibrocell.com> or follow Fibrocell on Twitter at [@Fibrocell](https://twitter.com/Fibrocell).

Trademarks

Fibrocell, the Fibrocell logo and Fibrocell Science are trademarks of Fibrocell Science, Inc. and/or its affiliates. All other names may be trademarks of their respective owners.

Forward-Looking Statements

This press release contains, and Fibrocell's officers and representatives may from time to time make, statements that are "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. All statements that are not historical facts are hereby identified as forward-looking statements for this purpose and include, among others, statements relating to Fibrocell's ability to achieve the desired effect of increasing the stock price above the \$1.00 closing bid price per share minimum for the requisite period so as to regain compliance with the Nasdaq continued listing requirement with respect to the trading price of its common stock.

Forward-looking statements are based upon management's current expectations and assumptions and are subject to a number of risks, uncertainties and other factors that could cause actual results and events to differ materially and adversely from those indicated herein including, among others: the risk that the reverse stock split does not increase Fibrocell's per share trading price above the minimum amount for the requisite period of time, risks and uncertainties inherent in Fibrocell's business, and the risks, uncertainties and other factors discussed under the caption "Item 1A. Risk Factors" in Fibrocell's most recent Form 10-K filing and Form 10-Q filings. As a result, you are cautioned not to place undue reliance on any forward-looking statements. While Fibrocell may update certain forward-looking statements from

time to time, Fibrocell specifically disclaims any obligation to do so, whether as a result of new information, future developments or otherwise.

#

Investor & Media Relations Contact:

Karen Casey

484.713.6133

kcasey@fibrocell.com

