

Fibrocell Science, Inc.
Form 10-Q/A
October 07, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2014

OR

o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Fibrocell Science, Inc.

(Exact name of registrant as specified in its Charter.)

Delaware

(State or other jurisdiction
of incorporation)

001-31564

(Commission File Number)

87-0458888

(I.R.S. Employer
Identification No.)

405 Eagleview Boulevard

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Exton, Pennsylvania 19341

(Address of principal executive offices, including zip code)

(484) 713-6000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for any shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

As of October 2, 2014, issuer had 40,856,815 shares issued and outstanding of common stock, par value \$0.001.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A (this Amendment Filing) of Fibrocell Science, Inc. (the Company) amends the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2014, which was originally filed on August 11, 2014 (the Original Filing). The Company is filing this Amendment Filing solely for the purpose of re-filing Exhibits 10.1 and 10.2 thereto in response to comments received from the Staff of the Securities and Exchange Commission in connection with a confidential treatment request with respect to the Exclusive License Agreement, dated June 1, 2014, by and between The Regents of the University of California and the Company (which we refer to as the BMP2 Agreement) and the Exclusive License Agreement, dated June 1, 2014, by and between The Regents of the University of California and the Company (which we refer to as the Genomic Stability Agreement).

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment Filing also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Amendment Filing and this Amendment Filing does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

Except as described above, this Amendment Filing does not modify or update any part of or information set forth in the Original Filing.

PART II - OTHER INFORMATION

Item 6. Exhibits

(a) Exhibits

EXHIBIT NO.	IDENTIFICATION OF EXHIBIT
10.1+	Exclusive License Agreement, dated June 1, 2014, by and between The Regents of the University of California and the Company (which we refer to as the BMP2 Agreement)
10.2+	Exclusive License Agreement, dated June 1, 2014, by and between The Regents of the University of California and the Company (which we refer to as the Genomic Stability Agreement)
31.1*	Certification pursuant to Rule 13a-14(a) and 15d-14(a), required under Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification pursuant to Rule 13a-14(a) and 15d-14(a), required under Section 302 of the Sarbanes-Oxley Act of 2002

+ Portions of this exhibit have been omitted pursuant to a request for confidential treatment and are marked accordingly. The confidential portions have been filed separately with the Securities and Exchange Commission.

* Filed herewith.

SIGNATURE

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 thereunto duly authorized.

FIBROCELL SCIENCE, INC.

By: /s/ David Pernock
David Pernock
Chief Executive Officer

Date: October 7, 2014

INDEX TO EXHIBITS

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