

Cellular Biomedicine Group, Inc.

Form 4

April 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Liu Tony

2. Issuer Name **and** Ticker or Trading
Symbol
Cellular Biomedicine Group, Inc.
[CBMG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
530 UNIVERSITY AVENUE, #17
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2017

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

PALO ALTO, CA 94301

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/27/2017		A	Amount 120,000 (1)	(A) or (D) A \$ 0 (1)	120,000	D
Common Stock	03/27/2017		F	975 (2)	\$ 11.4 (2)	119,025	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy) (2011 Plan)	\$ 12.55	01/21/2017		A	30,000	01/27/2017 ⁽³⁾ 01/21/2027	Common Stock
Non-Qualified Stock Option (right to buy) (2014 Plan)	\$ 12.4	03/03/2017		A	120,000	⁽⁴⁾ 03/03/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Liu Tony 530 UNIVERSITY AVENUE, #17 PALO ALTO, CA 94301	Chief Financial Officer

Signatures

/s/Bizuo (Tony)
Liu 04/03/2017

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Reporting Person was granted 120,000 restricted stock units ("RSUs") (Grant No. LTIP RSU G1) under the Cellular Biomedicine Group, Inc. 2014 Stock Incentive Plan, which RSUs vest according to the following schedule: 1/48th per month, with the first installment vested on March 27, 2017.
- (1) On March 27, 2017, 2,500 RSUs (Grant No. LTIP RSU G1) vested and were delivered to the Reporting Person, of which 975 shares of common stock were withheld (at the closing price of the Company's common stock on the NASDAQ Global Market on Tuesday, March 27, 2017) to satisfy the tax obligation relating to the vesting of the RSUs pursuant to Section 16b-3(e) under the Securities Exchange Act of 1934.
 - (2) This option (Grant No. 11-273) vested immediately on January 21, 2017.
 - (3) This option (Grant No. 14-324) vests over a period of four years according to the following schedule: 1/48th per month, with the first installment vested on March 27, 2017.
 - (4)

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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