

Neuralstem, Inc.
Form 8-A12B
August 23, 2007

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

NEURALSTEM, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation of organization)

52-2007292
(I.R.S. Employer Identification No.)

9700 Great Seneca Highway, Rockville, MD
(Address of principal executive offices)

20850
(Zip Code)

Title of each class
To be so registered

Name of each exchange on which
each class is to be registered

Common Stock, \$.001 par value per share

American Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(D), check the following box. ☐ o

Securities Act registration statement file number to which this form relates: 333 - 132923, 333-142451 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

None
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Information with respect to the Common Stock, par value \$.001 per share, is incorporated herein by reference to the section captioned "*Description of Capital Stock*" in the registrant's prospectus included in the Registration Statement on Form SB-2 (Registration No. 333-142451), as amended (the "*Registration Statement*"), filed under the Securities Act of 1933, as amended, with the Securities and Exchange Commission (the "*Commission*") on April 30, 2007 and declared effective May 4, 2007. Any form of prospectus that constitutes part of the Registration Statement and is filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed incorporated herein by reference.

Item 2. Exhibits.

Under the instructions as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered with the American Stock Exchange and the Common Stock registered hereby is not being registered pursuant to Section 12(g) of the Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereof duly authorized.

Registrant:

NEURALSTEM, INC.

Date: August 23, 2007

By: /s/ I. Richard Garr

I. Richard Garr

Chief Executive Officer

(principal executive officer)
