

Fibrocell Science, Inc.
Form DEFA14A
May 27, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. ____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Fibrocell Science, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Fibrocell Science, Inc.
405 Eagleview Blvd.
Exton, Pennsylvania 19341
(484) 713-6000

To the Stockholders of Fibrocell Science, Inc.:

Notice is hereby given that the Annual Meeting of Stockholders of Fibrocell Science, Inc., which was originally scheduled for 10:00 a.m. on June 1, 2011, has been postponed and rescheduled for 10:00 a.m. on June 15, 2011. The Annual Meeting, as rescheduled, will be held at 405 Eagleview Blvd., Exton, Pennsylvania 19341.

Fibrocell rescheduled the Annual Meeting due to an inadvertent delay in the mailing of its original notice and proxy statement by the third party Fibrocell retained to complete such mailing. Fibrocell decided to postpone the Annual Meeting in order to ensure that its stockholders had sufficient time to review the notice and proxy statement and to ensure that a quorum of stockholders is present at the Annual Meeting.

The close of business on April 25, 2011 will remain as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and at any and all postponements or adjournments thereof. In addition, no change has been made to the proposals to come before the Annual Meeting, which were presented in the Proxy Statement that Fibrocell mailed to you and filed with the Securities and Exchange Commission on April 29, 2011.

Valid proxies that have already been submitted will continue to be valid for purposes of the rescheduled Annual Meeting on June 15, 2011 and at any and all postponements or adjournments thereof.

We look forward to seeing you on June 15, 2011.

Very truly yours,

FIBROCELL SCIENCE, INC.

By: /s/ David Pernock

David Pernock

Chief Executive Officer and President

Exton, Pennsylvania

May 27, 2011
