

Neuralstem, Inc.
Form 3
February 23, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Richard J

(Last) (First) (Middle)

20271 GOLDENROD LANE,
2ND FLOOR

(Street)

GERMANTOWN, MD 20876

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/15/2016

3. Issuer Name and Ticker or Trading Symbol
Neuralstem, Inc. [CUR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
CEO, President

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Date Expiration

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Common Stock Purchase Option ⁽¹⁾ 02/15/2016 02/15/2026 Common Stock 2,750,000 \$ 0.69 D [^]

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daly Richard J 20271 GOLDENROD LANE, 2ND FLOOR GERMANTOWN, MD 20876	[^] X	[^]	[^] CEO, President	[^]

Signatures

/s/ Raul Silvestre, Attorney-in-Fact for Richard Daly 02/23/2016

[^]Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Represents inducement stock option grant pursuant to reporting person's employment agreement with Issuer. The stock option grant was issued pursuant to the Issuer's Inducement Award Stock Option Plan. The options vest as follows: (i) 687,500 shares on the six (6) month anniversary of the grant date, (ii) 687,500 shares on the twelve (12) month anniversary of the grant date and (iii) 1,375,000 shares over the subsequent three (3) year period on a quarterly basis.

[^]

Remarks:

Power [^] of [^] attorney [^] attached [^] hereto [^] as [^] Exhibit [^] 24.

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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