

Neuralstem, Inc.
Form DEFA14A
April 29, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

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

NEURALSTEM, 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:

••Fee paid previously with preliminary materials.

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:

NEURALSTEM, INC.

**Important Notice Regarding the Availability of Proxy Materials for
the Annual Meeting of Stockholders to be held on June 27, 2014 at 11:00 a.m. Pacific Time**

The Lodge at Torrey Pines, 11480 North Torrey Pines Road, La Jolla, California 92037

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report to Stockholders are available at www.viewproxy.com/neuralstem/2014

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before June 19, 2014 to facilitate timely delivery.

Important information regarding the Internet availability of the Company's proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.

To the Stockholders of NEURALSTEM, INC.

Notice is hereby given that the Annual Meeting of Stockholders of Neuralstem, Inc. will be held on June 27, 2014 at 11:00 a.m. Pacific time at The Lodge at Torrey Pines, 11480 North Torrey Pines Road, La Jolla, California 92037 for the following purposes:

Proposal I – To elect two Class III Directors for a three-year term to expire 2017. Nominees: Class III Directors:

01 Richard Garr

02 Dr. Karl Johe

Proposal II – To ratify the appointment of Stegman & Company as our independent registered public accounting firm for fiscal 2014;

Proposal III – To approve an amendment to the Amended and Restated Certificate of Incorporation to increase the Company’s authorized capital by 150,000,000 shares of common stock;

Proposal IV – To approve, on an advisory basis, the executive compensation as disclosed in these materials; and

Proposal V – To approve the frequency of holding future advisory votes on executive compensation.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSALS I, II, III, AND IV
AND THREE YEARS WITH REGARD TO PROPOSAL V.

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

Material for this annual meeting and future meetings may be requested by one of the following methods:

To view your proxy materials online, go to www.viewproxy.com/neuralstem/2014. Have the 11 digit control number available when you access the website and follow the instructions.

877-777-2857 TOLL FREE

requests@viewproxy.com

* If requesting material by e-mail, please send a blank e-mail with the company name and your 11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

You must use the 11 digit control number located in the box below.

CONTROL NO.

NEURALSTEM, INC.

The Lodge at Torrey Pines, 11480 North Torrey Pines Road,
La Jolla, California 92037

The following proxy materials are available to you to review at:

www.viewproxy.com/neuralstem/2014

- 2013 Annual Report
- Notice and Proxy Statement

You may obtain directions to the Annual Meeting at <https://www.lodgetorreypines.com/directions/index.html>

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.

You must reference your control number to vote by internet or request hard copy.

You May Vote Your Proxy When You View The Material On The Internet.

You Will Be Asked To Follow The Prompts To Vote Your Shares.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call **1-877-777-2857**

or

By logging onto <http://www.viewproxy.com/neuralstem/2014>

or

By email at: requests@viewproxy.com

Please include the company name and your control number in the subject line.