

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Daly Richard J		(Month/Day/Year)	Neuralstem, Inc. [CUR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
20271 GOLDENROD LANE, 2ND FLOOR		02/15/2016	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
GERMANTOWN, MD 20876			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			CEO, President	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	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)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

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

## Reporting Owners

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

## Signatures

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

<sup>^</sup>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.

<sup>^</sup>

### Remarks:

Power <sup>^</sup> of <sup>^</sup> attorney <sup>^</sup> attached <sup>^</sup> hereto <sup>^</sup> as <sup>^</sup> Exhibit <sup>^</sup> 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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