RenovaCare, Inc.
Form S-1
September 05, 2014

As filed with the U.S. Securities and Exchange Commission on September 5, 2014

Registration No. 333-

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RenovaCare, Inc.
(Exact name of registrant as specified in its charter)

Nevada	**7389**	**98-0384030**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code number)	(I.R.S. Employer Identification No.)

RenovaCare, Inc.	**Thomas Bold**
430 Park Avenue, Suite 702	**RenovaCare, Inc.**
New York, New York 10022	**430 Park Avenue, Suite 702**
(800) 755-5815	**New York, New York 10022**
(Address and telephone number of principal executive offices)	**(800) 755-5815**
	(Name, address and telephone number of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the 1933 Act, please check the following box and list the 1933 Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the 1933 Act, check the following box and list the 1933 Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the 1933 Act, check the following box and list the 1933 Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

Large accelerated filer	¨	Non-accelerated filer	¨
Accelerated filer	¨	Smaller reporting company	x
(Do not check if a smaller reporting company)			

Calculation of Registration Fee

Title of each class of securities to be registered	Amount to be registered [1]	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, par value $0.00001 [2]	3,500,000	$ 1.07 [3]	$ 3,745,000	$ 482
Common stock, par value $0.00001 [4]	240,000	$ 0.35 [5]	$ 87,500	$ 11
Common stock, par value $0.00001 [6]	3,500,000	$ 0.43 [7]	$ 1,505,000	$ 194
Common stock, par value $0.00001 [8]	3,500,000	$ 0.43 [9]	$ 1,505,000	$ 194
Total	10,740,000		$ 6,839,000	$ 881 [10]

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[1] In the event of a stock split, stock dividend or similar transaction involving our common stock, in order to prevent dilution, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended.

[2] Represents shares of our common stock previously acquired by and issued to the Selling Stockholders in a private transaction directly with us.

[3] The proposed maximum offering price per share is estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act, using the closing price of our common stock as reported on the OTC Markets Group, Inc. QB tier on September 4, 2014, a date within five trading days prior to the date of the filing of this registration statement.

[4] Represents shares of our common stock, par value $0.00001 per share, which have vested and may be issued upon exercise of an outstanding Series A Stock Purchase Warrant (the "**Series A Warrant**"), allowing the holder to purchase shares of our common stock at an exercise price of $0.35 per share through July 12, 2019.

[5] The proposed maximum offering price per share is estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(g) using the price at which the warrants may be exercised.

(6) Represents shares of our common stock, par value $0.00001 per share, which may be issued upon exercise of an outstanding Series B Stock Purchase Warrant (the "**Series B Warrant**"), allowing the holder to purchase shares of our common stock at an exercise price of $0.43 per share if exercised on or before May 29, 2015, or $0.46 per share if exercised after May 29, 2015, through November 29, 2018.

(7) The proposed maximum offering price per share is estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(g) using the price at which the warrants may be exercised.

(8) Represents shares of our common stock, par value $0.00001 per share, which may be issued upon exercise of an outstanding Series C Stock Purchase Warrant (the "**Series C Warrant**"), allowing the holder to purchase shares of our common stock at an exercise price of $0.43 per share if exercised on or before May 29, 2015, or $0.49 per share if exercised after May 29, 2015, through November 29, 2018.

(9) The proposed maximum offering price per share is estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(g) using the price at which the warrants may be exercised.

(10) Paid herewith.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SUBJECT TO COMPLETION, DATED SEPTEMBER 5, 2014

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sales is not permitted.

10,740,000 SHARES

RENOVACARE, INC. COMMON STOCK

This prospectus relates to the resale by certain of our stockholders and holders of warrants to purchase our stock named in the section of this prospectus titled "Selling Stockholders" (collectively, the "**Selling Stockholders**") of up to 10,740,000 shares (collectively, the "**Shares**") of our common stock, par value $0.00001. The Shares being offered under this prospectus are comprised of: (a) 3,500,000 shares of common stock that were purchased by a Selling Stockholder in a private placement with us pursuant to exemptions from the registration requirements of the Securities Act of 1933, as amended (the "**Securities Act**"); (b) 240,000 shares of common stock that vest on July 12, 2014 and are issuable upon exercise of a Series A Warrant allowing the holder to purchase shares of common stock at an exercise price of $0.35 per share through July 12, 2019; (c) 3,500,000 shares of common stock issuable upon exercise of a Series B Warrant allowing the holder to purchase shares of common stock at an exercise price of $0.43 per share if exercised on or before May 29, 2015, or $0.46 per share if exercised after May 29, 2015, through November 29, 2018; and (d) 3,500,000 shares of common stock issuable upon exercise of a Series C Warrant allowing the holder to purchase shares of common stock at an exercise price of $0.43 per share if exercised on or before May 29, 2015, or $0.49 per share if exercised after May 29, 2015, through November 29, 2018.

Although we will pay substantially all the expenses incident to the registration of the Shares, we will not receive any proceeds from the sales by the Selling Stockholders. The Selling Stockholders and any underwriter, broker-dealer or agent that participates in the sale of the Shares or interests therein may be deemed "underwriters" within the meaning of

Section 2(11) of the Securities Act. Any discounts, commissions, concessions, profit or other compensation any of them earns on any sale or resale of the shares, directly or indirectly, may be underwriting discounts and commissions under the Securities Act. The Selling Stockholders who are "underwriters" within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act.

Our common stock is presently quoted for trading under the symbol "**RCAR**" on the OTC Markets Group Inc. QB™ tier (the "**OTCQB**"). On September 2, 2014, the closing price of the common stock, as reported on the OTCQB was $1.07 per share. The Selling Stockholders have advised us that they will sell the shares of common stock registered hereunder from time to time in the open market, on the OTCQB, in privately negotiated transactions or a combination of these methods, at market prices prevailing at the time of sale, at prices related to the prevailing market prices, at negotiated prices, or otherwise as described under the section of this prospectus titled "**Plan of Distribution**."

The purchase of the Shares offered through this prospectus involves a high degree of risk. **Please refer to "Risk Factors" beginning on page 9.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

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You should rely only on the information contained in this prospectus or any related prospectus supplement. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The information contained in this prospectus or incorporated by reference herein is accurate only on the date of this prospectus. Our business, financial condition, results of operations and prospects may have changed since such date. Other than as required under the federal securities laws, we undertake no obligation to publicly update or revise such information, whether as a result of new information, future events or any other reason.

This prospectus is not an offer to sell, nor is it an offer to buy, these securities in any jurisdiction where the offer or sale is not permitted.

PROSPECTUS SUMMARY

This summary highlights certain information that we present more fully in the rest of this prospectus. This summary does not contain all of the information you should consider before investing in the securities offered pursuant to this prospectus. You should read the entire prospectus carefully, including the "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and related notes, before making an investment decision.

Except where the context otherwise requires and for purposes of this prospectus only, "we," "us," "our," "Company," "our Company," and "RenovaCare" refer to RenovaCare, Inc., a Nevada corporation, and its consolidated subsidiaries.

Our Company

We were incorporated under the laws of the State of Utah on July 14, 1983, under the name "Far West Gold, Inc." On May 9, 1996, our stockholders authorized a name change to "Far West Resources, Inc." On June 30, 1997, the stockholders authorized a name change to "American Alliance Corporation" and authorized a change in the state of domicile from Utah to Nevada. On January 7, 2014, we filed a Certificate of Amendment to Articles of Incorporation changing our name from "Janus Resources, Inc." to "RenovaCare, Inc." so as to more fully reflect our operations. We have an authorized capital of 500,000,000 shares of common stock, par value $0.00001 of which 66,575,122 shares are outstanding as of the date of this prospectus, and 10,000,000 shares of $0.0001 par value preferred stock, of which none are outstanding.

Description of Business

We are a development-stage company focusing on the acquisition, research, development and, if warranted, commercialization of autologous (using a patient's own cells) cellular therapies that can be used for medical and aesthetic applications. On July 12, 2013, we, through our wholly owned subsidiary, RenovaCare Sciences Corp., completed the acquisition of our flagship technology, a treatment methodology for skin isolation, spraying and associated equipment for the regeneration of human skin cells (the "**Cell Deposition Device**"), which has been shown in early human clinical use in the United States to naturally regenerate and heal skin for burn victims, along with the associated United States and foreign patents and patent applications. The development of our Cell Deposition Device is in the early stage and we anticipate that we will be required to expend significant time and resources to further develop our technology and determine whether a commercially viable product can be developed. Research and development of new technologies involves a high degree of risk and there is no assurance that our development activities will result in a commercially viable product. The long-term profitability of our operations will be, in part, directly related to the cost and success of our development programs, which may be affected by a number of factors.

The average adult human has a skin surface area of between 16 - 21 square feet, which protects all other organs against the external environment. When a person's skin is assailed by trauma or exposed to extreme heat, the skin's various layers may be destroyed and depending on the severity of the injury, might cause life-threatening conditions. Currently, severe trauma to the skin, such as second or third degree burns, requires surgical mesh-grafting of skin, whereby healthy skin is removed from one area of the patient's body (a "**donor site**") and implanted on the damaged area.

While mesh grafting is often the method of choice, there are significant deficiencies with this method. The surgical procedure to remove healthy skin from the donor site can be painful and leaves the patient with a new wound that must also be attended to. In many instances the aesthetic results are not satisfying, as the color of the skin from the donor site may not match the skin color of the damaged skin. Additionally, since the ratio between the size of the wound area and the size of the donor site is quite low, i.e. the size of the skin removed must be substantially equal in size to the size of the damaged skin, the mesh-grafting approach is in many cases limited. Donor and injury sites can take weeks to heal, requiring expensive hospital stays, ongoing wound dressing management, and ever-changing anti-infection strategies.

We are currently evaluating the efficacy and potential of our Cell Deposition Device, in combination with our unique cell isolation method, in the treatment of tissue that has been subject to severe trauma such as second and third degree burns. In small scale clinical trials, the Cell Deposition Device and cell isolation methodology have shown the ability to regenerate a more natural and thicker skin. The Cell Deposition Device utilizes the patient's own skin stem cells and is able to address much larger treatment areas and at the same time reduce the size of the donor site. Furthermore, we believe the Cell Deposition Device enables the effective treatment of other skin disorders with minimal scarring compared to skin grafting.

Corporate Information

Our corporate headquarters is located at 430 Park Avenue, Suite 702, New York, New York 10022. Our telephone number is (800) 755-5815. Our website is www.renovacareinc.com. Information contained on our web site (or any other website) does not constitute part of this prospectus.

Risk Factors

Our business operations are subject to numerous risks, including the risk of delays in, or discontinuation of, our research and development due to lack of financing, poor results, inability to commercialize our technologies or to obtain necessary regulatory approvals to market the products, unforeseen safety issues relating to the products and dependence on third party collaborators to conduct research and development of the products. Because we are an early stage company with a limited history of operations, we are also subject to many risks associated with early-stage companies. For a more detailed discussion of some of the risks you should consider, you are urged to carefully review and consider the section titled "**Risk Factors**" beginning on page 9 of this prospectus.

THE OFFERING

Securities Being Registered:	10,740,000 shares of common stock, consisting of:
	(a) 3,500,000 shares of common stock that were purchased by a Selling Stockholder in transactions with us or with our affiliates pursuant to exemptions from the registration requirements of the Securities Act;
	(b) 240,000 shares of common stock that vest on July 12, 2014 and are issuable upon exercise of a Series A Warrant allowing the holder to purchase shares of common stock at an exercise price of $0.35 per share through July 12, 2019;
	(c) 3,500,000 shares of common stock issuable upon exercise of a Series B Warrant allowing the holder to purchase shares of common stock at an exercise price of $0.43 per share if exercised on or before May 29, 2015, or $0.46 per share if exercised after May 29, 2015, through November 29, 2018; and
	(d) 3,500,000 shares of common stock issuable upon exercise of a Series C Warrant allowing the holder to purchase shares of common stock at an exercise price of $0.43 per share if exercised on or before May 29, 2015, or $0.49 per share if exercised after May 29, 2015, through November 29, 2018
	Each of the Series A Warrant, Series B Warrant and Series C Warrant (collectively, the "**Warrants**") may be exercised on a "cashless basis" as further set forth therein.

Offering Price:	The Selling Stockholders will determine at what price they may sell the offered shares, and such sales may be made at prevailing market prices, or at privately negotiated prices.
Selling Stockholders:	The Selling Stockholders are existing stockholders, or holders of warrants to purchase shares of our stock, who purchased shares of our common stock, or received warrants to purchase shares of our common stock, from us in private transactions pursuant to exemptions from the registration requirements of the Securities Act. Please refer to the section titled "**Selling Stockholders**" of this prospectus.
Shares Outstanding Prior to Completion of the Offering:	66,575,122
Authorized Capital Stock:	Our authorized capital stock consists of stock of 500,000,000 shares of common stock, par value of $0.00001, and 10,000,000 shares of preferred stock, par value of $0.0001. No preferred shares are issued and outstanding.
Shares Outstanding upon Closing of the Offering:	Upon completion of the offering, we will have 66,575,122 shares outstanding, without giving effect to the exercise of any outstanding options or the Warrants.
OTCQB Symbol:	RCAR
Transfer Agent:	Worldwide Stock Transfer, LLC, One University Plaza, Suite 505, Hackensack, NJ 07601.
Risk Factors:	Our business operations are subject to numerous risks, including the risk of delays in, or discontinuation of, our research and development due to lack of financing, poor results, inability to commercialize our technologies or to obtain necessary regulatory approvals to market the products, unforeseen safety issues relating to the products and dependence on third party collaborators to conduct research and development of the products. Because we are an early stage company with a limited history of operations, we are also subject to many risks associated with early-stage companies. For a more detailed discussion of some of the risks you should consider, you are urged to carefully review and consider the section titled "**Risk Factors**" beginning on page 9 of this prospectus.
Use of Proceeds:	Although we will pay substantially all the expenses incident to the registration of the Shares, we will not receive any proceeds from the sales by the Selling Stockholders. We may, however, receive proceeds from the exercise of the Warrants; if such proceeds are received by us, they will be used to fund the research and development of the Cell Deposition Device, and for working capital and general corporate purposes. See "**Use of Proceeds**."
Duration of Offering:	Pursuant to the terms of the Asset Purchase Agreement we entered into with one of the Selling Stockholders, Dr. Jörg Gerlach, we agreed to keep the registration statement, of which this prospectus is a part of, effective under the earlier of: (i) 24 months after the date on which it is declared effective, or (ii) the date on which all the shares issuable upon exercise of the Series A Warrant may be resold without

restriction pursuant to Rule 144.

Pursuant to the terms of a Registration Rights Agreement (the "**Registration Rights Agreement**") we entered into with one of the Selling Stockholders, Kalen Capital Corporation, we agreed to keep the registration statement, of which this prospectus is a part of, effective until the earlier of: (a) the date the investor's securities have been sold in accordance with Rule 144, as promulgated under the Securities Act ("**Rule 144**"); (b) such securities become eligible for resale without volume or manner-of-sale restrictions and without current public information pursuant to Rule 144 as set forth in a written opinion letter to such effect, addressed, delivered and acceptable to our transfer agent as reasonably determined by us, upon the advice of our counsel; or (c) such securities have otherwise been disposed of by the investor pursuant to an exemption from the registration requirements of the Securities Act.

Selected Financial Data

The following tables set forth a summary of certain selected consolidated financial data for the six month periods ended June 30, 2014 and 2013 and for the fiscal years ended December 31, 2013 and 2012. Historical results are not necessarily indicative of the results that may be expected for any future period. The consolidated financial data below should be read in conjunction with "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" and the consolidated financial statements and notes included elsewhere in this prospectus.

Statements of Operations Data	For the Six Months Ended June 30, 2014 (Unaudited)	For the Six Months Ended June 30, 2013 (Unaudited)
Revenue	$ 0	$ 0
Loss from continuing operations	$ (601,703)	$ (144,230)
Net loss	$ (601,703)	$ (144,230)
Basic and diluted net loss per share	$ (0.01)	$ (0.00)
Weighted average shares outstanding used in basic and diluted net loss per share calculation	66,575,122	63,075,122

Statements of Operations Data	For the Year Ended December 31, 2013	For the Year Ended December 31, 2012
Revenue	$ 0	$ 0
Loss from continuing operations	$ (628,545)	$ (229,539)
Net loss	$ (1,032,788)	$ (243,959)
Basic and diluted net loss per share	$ (0.02)	$ (0.00)
Weighted average shares outstanding used in basic and diluted net loss per share calculation	63,401,149	63,075,122

Balance Sheet Data	As of June 30, 2014 (Unaudited)	As of December 31, 2013	As of December 31, 2012
Cash and cash equivalents	$ 1,168,093	$ 1,508,843	$ 513,595
Working capital	$ 1,067,617	$ 1,454,633	$ 481,414
Total assets	$ 1,436,884	$ 1,752,927	$ 1,065,834
Total liabilities	$ 126,413	$ 55,441	$ 98,075

Total stockholders' equity	$ 1,310,471	$ 1,697,486	$ 967,759

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RISK FACTORS

An investment in our securities involves a high degree of risk. You should carefully consider the risks described below before purchasing any of the Shares. If any of the following risks actually occur, our business, financial condition, or results of operations could be materially adversely affected, the trading price of our common stock could decline, and you may lose all or part of your investment. You should acquire the shares to which this prospectus relates only if you can afford to lose your entire investment. You should also refer to the other information contained in this prospectus, including our financial statements and the notes to those statements, and the information set forth under the caption "Note Regarding Forward-Looking Statements." The risks described below and contained in our other periodic reports are not the only ones that we face. Additional risks not presently known to us or that we currently deem immaterial may also adversely affect our business operations.

Risks Related To Our Business

We have experienced significant losses, have not generated any revenues and expect losses to continue for the foreseeable future.

We are a development-stage company. We do not have any commercialized products and have not generated any revenue since inception and do not expect to generate any revenue for the foreseeable future. We had a net loss from continuing operations of $628,545 and $229,539 for our fiscal years ended December 31, 2013 and 2012, respectively, and we have incurred a cumulative deficit of $6.1 million through June 30, 2014. We anticipate incurring losses through at least June 30, 2015.

We may require additional financing to expand, accelerate or sustain our current level of operations beyond our current fiscal year, and failure to obtain such financing would have a material adverse effect on our business, operating results, financial condition and prospects.

As of June 30, 2014, we had cash and cash equivalents of $1,168,093. We anticipate that we will remain engaged in research and product development activities through at least June 30, 2015. Based upon our current level of operations and expenditures, we believe that absent any modification or expansion of our existing research, development and testing activities, cash on hand should be sufficient to enable us to continue operations into our fiscal quarter ending March 31, 2015. There is no assurance that we will be able to generate revenue and achieve profitability or secure additional financing once our current cash balance is depleted. Any significant expansion in scope or acceleration in timing of our current research and development activities, or commencement of any marketing and sales activities, will require additional funds.

If adequate funds, including proceeds, if any, from this offering are not available on reasonable terms or at all, it would result in a material adverse effect on our business, operating results, financial condition and prospects. In particular, we may be required to delay, reduce the scope of or terminate one or more of our research programs, sell rights to our Cell Deposition Device or other technologies or products based upon such technologies, or license the rights to such technologies or products on terms that are less favorable to us than might otherwise be available. If we raise additional funds by issuing equity or debt securities, further dilution to stockholders may result and new investors could have rights superior to existing stockholders.

Even if financing is available to us, because we cannot currently estimate the amount of funds or time required to commercialize our technologies, we may secure less funding than is actually required to effectuate our business plan.

We cannot accurately predict the amount of funding or the time required to successfully commercialize our Cell Deposition Device, or any products derived therefrom. The actual cost and time required to commercialize this technology may vary significantly depending on, among other things, the results of our research and development efforts, the cost of developing, acquiring, or licensing various enabling technologies, changes in the focus and direction of our research and development programs, competitive and technological advances, the cost of filing, prosecuting, defending and enforcing claims with respect to patents, the regulatory approval process and manufacturing, marketing and other costs associated with commercialization of these technologies. Because of this uncertainty, even if financing is available to us, we may secure insufficient funding to effectuate our business plan.

The success of our research and development activities is uncertain. If such efforts are not successful, we will be unable to generate revenues from our operations and we may have to cease doing business.

Commercialization of our Cell Deposition Device will require significant further research, development and testing as we must ascertain whether the Cell Deposition Device can form the basis for a commercially viable technology or product. If our research and development fails to prove commercial viability of the Cell Deposition Device, we may need to abandon our business model and/or cease doing business, in which case our shares may have no value and you may lose your investment. We anticipate we will remain engaged in research and development, through at least June 2015.

We may not be eligible to receive certain grants because of our foreign ownership.

In order to fund the ongoing research and development of our Cell Deposition Device we may apply for grants. In order to be eligible to receive certain of these grants, particularly those administered by the United States federal government, at least 50% of the outstanding shares of a company must be owned by residents of the United States. Because our majority shareholder is not a United States resident we may not be eligible to receive such grants.

The development of our Cell Deposition Device is subject to the risks of failure inherent in the development of any novel technology.

Ultimately, the development and commercialization of our Cell Deposition Device is subject to a number of risks that are particular to the development and commercialization of any novel technology. These risks include, but are not

limited to, the following:

- we may fail to develop, acquire, or license various enabling technologies that may be integral to the commercialization of the Cell Deposition Device (or any derivatives);
- the Cell Deposition Device may ultimately prove to be ineffective, unsafe or otherwise fail to receive necessary regulatory approvals;
- the Cell Deposition Device (or any derivatives), even if safe and effective, may be difficult to manufacture on a large scale or uneconomical to market;
- our marketing license or proprietary rights to products derived from the Cell Deposition Device may not be sufficient to protect our products from competitors;
- the proprietary rights of third parties may preclude us or our collaborators from making, using or marketing products utilizing the Cell Deposition Device; or,
- third parties may market superior, more effective, or less expensive technologies or products having comparable results to the Cell Deposition Device (or any derivatives).

If we fail to manage our growth effectively, our business could be disrupted.

Our future financial performance and ability to successfully commercialize our products, of which there is no guarantee, and to compete effectively will depend, in part, on our ability to manage any future growth effectively. We expect to make significant investments to enable our future growth through, among other things, new product development, clinical trials for new indications and expansion of our marketing and sales infrastructure. Any failure to manage future growth effectively could have a material adverse effect on our business and results of operations.

We could be subject to product liability lawsuits, which could result in costly and time-consuming litigation and significant liabilities.

The development of biopharmaceutical products, such as our Cell Deposition Device, involves an inherent risk of product liability claims and associated adverse publicity. Any products we may develop may be found to be harmful or to contain harmful substances. This exposes us to substantial risk of litigation and liability or may force us to discontinue production of certain products. There can be no assurance that we will be able to obtain or maintain insurance on reasonable terms or to otherwise protect ourselves against potential product liability claims that could impede or prevent commercialization of any products we may develop and commercialize. Furthermore, a product liability claim could damage our reputation, whether or not such claims are covered by insurance or are with or without merit. A product liability claim against us or the withdrawal of a product from the market could have a material adverse effect on our business or financial condition. Furthermore, product liability lawsuits, regardless of their success, would likely be time consuming and expensive to resolve and would divert management's time and attention, which could seriously harm our business.

In addition to patented technology, we rely on our unpatented proprietary technology, trade secrets, processes and know-how.

We rely on proprietary information (such as trade secrets, know-how and confidential information) to protect intellectual property that may not be patentable, or that we believe is best protected by means that do not require public disclosure. We generally seek to protect this proprietary information by entering into confidentiality agreements, or consulting, services or employment agreements that contain non-disclosure and non-use provisions with our employees, consultants, contractors, scientific advisors and third parties. However, we may fail to enter into the necessary agreements, and even if entered into, these agreements may be breached or otherwise fail to prevent disclosure, third-party infringement or misappropriation of our proprietary information, may be limited as to their term and may not provide an adequate remedy in the event of unauthorized disclosure or use of proprietary information.

We have limited control over the protection of trade secrets used by our suppliers and service providers and could lose future trade secret protection if any unauthorized disclosure of such information occurs. In addition, our proprietary information may otherwise become known or be independently developed by our competitors or other third parties.

To the extent that our employees, consultants, contractors, scientific advisors and other third parties use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our and relevant third parties' proprietary rights, failure to obtain or maintain protection for our proprietary information could adversely affect our competitive business position and if third parties are able to establish that we are using their proprietary information without their permission, we may be required to obtain a license to that information, or if such a license is not available, re-design our products to avoid any such unauthorized use or temporarily delay or permanently stop manufacturing or sales of the affected products. Furthermore, laws regarding trade secret rights in certain markets where we may operate may afford little or no protection to our trade secrets.

In seeking to acquire or develop technologies, we are operating in highly competitive markets and our competitors enjoy numerous competitive advantages over us.

Our commercial success will depend on our ability to compete effectively in product development areas such as, but not limited to, safety, efficacy, ease of use, customer compliance, price, marketing and distribution. Our competitors may succeed in developing products that are more effective than any products derived from our research and development efforts or that would render such products obsolete and non-competitive. The skin care and wound care industry is characterized by intense competition, rapid product development and technological change. Most of the competition that we encounter is expected to come from companies, research institutions and universities who are researching and developing technologies and products similar to or competitive with any we may develop.

These companies enjoy numerous competitive advantages, including:

- significantly greater name recognition;
- established relations with customers;
- established distribution networks;
- more advanced technologies and product development;
- additional lines of products, and the ability to offer rebates, higher discounts or incentives to gain a competitive advantage;
- greater experience in conducting research and development, manufacturing, obtaining regulatory approval for products, and marketing approved products;
- greater financial and human resources for product development, sales and marketing, and
- the ability to endure potentially prolonged patent litigation.

As a result, we may not be able to compete effectively against these companies or their products.

To the extent we are able to develop and commercialize products based upon or derived from our Cell Deposition Device and underlying technology, if such products do not gain market acceptance, we may not achieve sales and market share.

Even if we are able to develop and commercialize one or more products based upon or derived from the Cell Deposition Device and underlying technology, of which there is no guarantee, the development of a successful market for our products may be adversely affected by a number of factors, some of which are beyond our control, including:

- customer acceptance of our products;
- obtaining third-party coverage or reimbursement for our products;
- performance and reliability of our products as compared with other alternative products;
- the ability to offer our products for sale at an attractive value and the willingness of physicians to administer our products and their acceptance as part of the medical department routine;
- the prevalence and severity of any side effects;
- the efficacy, potential advantages and timing of introduction to the market of alternative treatments; and

- our failure to develop and maintain successful relationships with health care professionals, manufacturers, distributors, and other resellers, as well as strategic partners.

Failure to achieve market acceptance for any of our products, if and when they are approved for commercial sale, will have a material adverse effect on our business, financial condition and results of operations.

We may be unsuccessful in commercializing our products due to unfavorable pricing regulations, third-party coverage and reimbursement policies or healthcare reform initiatives.

We cannot predict the pricing and reimbursement of any products we may develop and commercialize. The regulations that govern marketing approvals, pricing and reimbursement for new products vary widely from country to country. In some foreign jurisdictions, including the European Union, the pricing of medical devices and treatments is subject to governmental control. In these jurisdictions, pricing negotiations with governmental authorities can take considerable time after the receipt of marketing approval for a product candidate.

As a result, we might obtain regulatory approval for a product in a particular country, but then be subject to price regulations that delay our commercial launch of the product and negatively impact the revenue we are able to generate from the sale of the product in that country. Adverse pricing limitations may hinder our ability to recoup our investment in any products we may develop and commercialize, even after obtaining regulatory approval.

Additionally, we cannot be sure that reimbursement will be available for any products we may develop and commercialize, or if reimbursement is available, what the level of reimbursement will be. Reimbursement may affect the demand for, or the price of, any product for which we obtain marketing approval. Obtaining reimbursement for any products we may develop and commercialize may be particularly difficult because of the higher prices often associated with products administered under the supervision of a physician. If reimbursement is not available or is available only at limited levels, we may not be able to successfully commercialize any products that we successfully develop. Eligibility for reimbursement does not imply that any product will be paid for in all cases or at a rate that covers our costs. Interim payments for new products, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Payment rates may vary according to the use of the product and the clinical setting in which it is used, may be based on payments allowed for lower cost products that are already reimbursed and may be incorporated into existing payments for other services.

Clinical medical device development is a lengthy and expensive process, with an uncertain outcome.

We intend to develop and commercialize pipeline products based on our Cell Deposition Device and underlying technology. However, before obtaining regulatory approval for the sale of for any products we may develop and commercialize, we must conduct, at our own expense, clinical studies to demonstrate that the products are safe and effective.

Preclinical and clinical testing is expensive, difficult to design and implement, can take many years to complete and is uncertain as to outcome. A failure of one or more of our clinical trials can occur at any stage of testing. We may experience numerous unforeseen events during, or as a result of, preclinical testing and the clinical trial process. Even if preclinical or clinical trials are successful, we still may be unable to commercialize the product, as success in

preclinical trials, early clinical trials, or later clinical trials, does not ensure commercial acceptance.

Similar or other events could delay or prevent our ability to complete necessary clinical trials for our pipeline products, including:

- regulators may not authorize us to conduct a clinical trial within a country or at a prospective trial site or may change the design of a study;
- delays may occur in reaching agreement on acceptable clinical trial terms with regulatory authorities or prospective sites, or obtaining institutional review board approval;
- our preclinical tests or clinical trials may produce negative or inconclusive results, and we may decide, or regulators may require us, to conduct additional trials or to abandon strategic projects;
- the number of patients required for our clinical trials may be larger than we anticipate, enrollment in our clinical trials may be slower or more difficult than we expect, or patients may not participate in necessary follow-up visits to obtain required data, any of which would result in significant delays in our clinical testing process;
- our third-party contractors, such as a research institution, may fail to comply with regulatory requirements or meet their contractual obligations to us;
- we may be forced to suspend or terminate our clinical trials if the participants are being exposed, or are thought to be exposed, to unacceptable health risks or if any participant experiences an unexpected serious adverse event;
- regulators or institutional review boards may require that we hold, suspend or terminate clinical research for various reasons, including noncompliance with regulatory requirements;
- undetected or concealed fraudulent activity by a clinical researcher, if discovered, could preclude the submission of clinical data prepared by that researcher, lead to the suspension or substantive scientific review of one or more of our marketing applications by regulatory agencies, and result in the recall of any approved product distributed pursuant to data determined to be fraudulent;
- the cost of our clinical trials may be significantly greater than we anticipate;
- an audit of preclinical or clinical studies by regulatory authorities may reveal noncompliance with applicable protocols or regulations, which could lead to disqualification of the results and the need to perform additional studies; and
- delays may occur in obtaining our clinical materials.

Moreover, we do not know whether preclinical tests or clinical trials will begin or be completed as planned or will need to be restructured. Significant delays could also shorten the patent protection period during which we may have the exclusive right to commercialize our products or could allow our competitors to bring products to the market before we do, impairing our ability to commercialize our products.

Development and commercialization of any products requires successful completion of the regulatory approval process, and may suffer delays or fail.

In the United States, as well as other jurisdictions, we will be required to apply for and receive marketing authorization before we can market our products. This process can be time consuming and complicated and may result in unanticipated delays. To secure marketing authorization, an applicant generally is required to submit an application that includes the data supporting preclinical and clinical safety and efficacy as well as detailed information on the manufacturing and control of the product, proposed labeling and other additional information. Before marketing authorization is granted, regulatory authorities generally require the inspection of the manufacturing facility or facilities and quality systems (including those of third parties) at which the product candidate is manufactured and

tested, as well as potential audits of the non-clinical and clinical trial sites that generated the data cited in the marketing authorization application.

We cannot predict how long the applicable regulatory authority or agency will take to grant marketing authorization or whether any such authorizations will ultimately be granted. Regulatory agencies, including the Food and Drug Administration (the "**FDA**"), have substantial discretion in the approval process, and the approval process and the requirements governing clinical trials vary from country to country. The policies of the FDA or other regulatory authorities may change or may not be explicit, and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of any products we may develop and commercialize. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States, Europe or elsewhere. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained and we may not achieve or sustain profitability.

Additionally, any regulatory approval that we receive may also contain requirements for potentially costly post-marketing testing and surveillance to monitor the safety and efficacy of the product candidate. Once a product is approved, the manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion, import, export and recordkeeping for the product will be subject to extensive and ongoing regulatory requirements. These requirements include submission of safety and other post-marketing information and reports, registration and continued compliance with good manufacturing practices for any clinical trials that we conduct post-approval.

Our product candidates may cause undesirable side effects or have other properties that could delay or prevent their regulatory approval or result in significant negative consequences following marketing approval, if any.

Undesirable side effects caused by our product candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA or other comparable foreign authorities. Results of our trials could reveal a high and unacceptable severity and prevalence of side effects. In such an event, our trials could be suspended or terminated and the FDA or comparable foreign regulatory authorities could order us to cease further development of or deny approval for our product candidates for any or all targeted indications. Any related side effects could affect patient recruitment or the ability of enrolled patients to complete the trial or result in potential product liability claims. Any of these occurrences may harm our business, financial condition and prospects significantly.

Additionally, if one or more of our product candidates receives marketing approval, and we or others later identify undesirable side effects caused by such products, a number of potentially significant negative consequences could result, including:

- regulatory authorities may withdraw approvals of such product;
- regulatory authorities may require additional warnings on the label;
- we may be required to create a medication guide outlining the risks of such side effects for distribution to patients;

- we could be sued and held liable for harm caused to patients; and
- our reputation may suffer.

We may be subject to product liability claims and we do not currently maintain product liability insurance.

The manufacture and sale of medical devices and other therapeutic products involve an inherent risk of product liability claims and associated adverse publicity. If we manage to commercialize the Cell Deposition Device or its underlying technology we may become subject to product liability claims or liabilities in the future, including if patients die, or suffer some other serious adverse effect whether or not such patients were predisposed to adverse outcomes.

Any product liability claims could have a material negative effect on the market acceptance and sales of our products. We currently do not maintain any product liability insurance. We do not know if we will be able to obtain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. This type of insurance is expensive and may not be available on acceptable terms or at all. If we are unable to obtain or maintain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims, we may be unable to continue to develop or commercialize our products or any product candidates that may receive regulatory approval in the future. A successful product liability claim brought against us in excess of our insurance coverage, if any, may require us to make substantial payments. This could adversely affect our cash position and results of operations and could increase the volatility of our stock price.

Obtaining and maintaining regulatory approval for a product candidate in one jurisdiction does not mean that we will be successful in obtaining regulatory approval for that product candidate in other jurisdictions.

Obtaining and maintaining regulatory approval for a product candidate in one jurisdiction does not guarantee that we will be able to obtain or maintain regulatory approval in any other jurisdiction, while a failure or delay in obtaining regulatory approval in one jurisdiction may have a negative effect on the regulatory approval process in others. For example, even if the FDA grants marketing approval for a product candidate, comparable regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion of the product candidate in those countries. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from, and greater than, those in the United States, including additional preclinical studies or clinical trials as clinical trials conducted in one jurisdiction may not be accepted by regulatory authorities in other jurisdictions. In many jurisdictions outside the United States, a drug candidate must be approved for reimbursement before it can be approved for sale in that jurisdiction. In some cases, the price that we intend to charge for our products is also subject to approval.

We may fail to obtain regulatory approval for our product candidates.

Our potential product candidates could fail to receive regulatory approval for many reasons, including one or more of the following:

- the FDA or comparable foreign regulatory authorities may disagree with the design or implementation of our clinical trials or the validation of our caregiver and patient reported outcome instruments;
- we may be unable to demonstrate to the satisfaction of the FDA or comparable foreign regulatory authorities that a product candidate is safe and effective for any of its proposed indications;
- the results of clinical trials may not meet the level of statistical significance required by the FDA or comparable foreign regulatory authorities for approval;
- we may be unable to demonstrate that a product candidate's clinical and other benefits outweigh its safety risks;
- the FDA or comparable foreign regulatory authorities may disagree with our interpretation of data from preclinical studies or clinical trials;
- the data collected from clinical trials of our Cell Deposition Device and its underlying technology may not be sufficient to satisfy the FDA or comparable foreign regulatory authorities to support our submission or to obtain regulatory approval in the United States or elsewhere;
- the FDA or comparable foreign regulatory authorities may fail to approve the manufacturing processes or facilities of third-party manufacturers with which we contract for clinical and commercial supplies; and
- the approval policies or regulations of the FDA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval.

Healthcare legislative reform measures may have a material adverse effect on our business and results of operations.

In the United States, there have been and continue to be a number of legislative initiatives to contain healthcare costs. For example, in March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, or the Health Care Reform Law, was passed, which substantially changes the way health care is financed by both governmental and private insurers, and significantly impacts the U.S. pharmaceutical industry. The Health Care Reform Law, among other things, (i) subjects biologic products to potential competition by lower-cost biosimilars, (ii) addresses a new methodology by which rebates owed by manufacturers under the Medicaid Drug Rebate Program are calculated for drugs that are inhaled, infused, instilled, implanted, or injected, (iii) increases the minimum Medicaid rebates owed by manufacturers under the Medicaid Drug Rebate Program and extends the rebate program to individuals enrolled in Medicaid managed care organizations, (iv) establishes annual fees and taxes on manufacturers of certain branded prescription drugs, and (v) promotes a new Medicare Part D coverage gap discount program.

In addition, other legislative changes have been proposed and adopted in the United States since the Health Care Reform Law was enacted. On August 2, 2011, the Budget Control Act of 2011, among other things, created measures for spending reductions by Congress. A Joint Select Committee on Deficit Reduction, tasked with recommending a

targeted deficit reduction of at least $1.2 trillion for the years 2013 through 2021, was unable to reach required goals, thereby triggering the legislation's automatic reduction to several government programs. This includes aggregate reductions of Medicare payments to providers up to 2% per fiscal year. On January 2, 2013, President Obama signed into law the American Taxpayer Relief Act of 2012, or the ATRA, which, among other things, delayed for another two months the budget cuts mandated by these sequestration provisions of the Budget Control Act of 2011. On March 1, 2013, the President signed an executive order implementing sequestration, and on April 1, 2013, the 2% Medicare payment reductions went into effect. We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare products and services, which could result in reduced demand for our product candidates or additional pricing pressures.

We are subject to extensive environmental, health and safety, and other laws and regulations.

Although our business involves the controlled use of biological materials, the risk of accidental contamination or injury from these materials cannot be eliminated. If an accident, spill or release of any such chemicals or substances occurs, we could be held liable for resulting damages, including for investigation, remediation and monitoring of the contamination, including natural resource damages, the costs of which could be substantial. We are also subject to numerous environmental, health and workplace safety laws and regulations, including those governing laboratory procedures. Additional or more stringent laws and regulations affecting our operations may be adopted in the future. We may incur substantial capital costs and operating expenses and may be required to obtain consents to comply with any of these or certain other laws or regulations and the terms and conditions of any permits required pursuant to such laws and regulations, including costs to install new or updated pollution control equipment, modify our operations or perform other corrective actions at our respective facilities. In addition, fines and penalties may be imposed for noncompliance with environmental, health and safety and other laws and regulations or for the failure to have, or comply with the terms and conditions of, required environmental or other permits or consents.

We face competition from the existing standard of care and potential changes in medical practice and technology and the possibility that our competitors may develop products, treatments or procedures that are similar, more advanced, safer or more effective than ours.

The medical, biotechnology and pharmaceutical industries are intensely competitive and subject to significant technological and practice changes. We may face competition from many difference sources with respect to any products we may develop and commercialize. Possible competitors may be medical practitioners, pharmaceutical and wound care companies, academic and medical institutions, governmental agencies and public and private research institutions, among others. Should any competitor’s product candidates receive regulatory or marketing approval prior to ours, they may establish a strong market position and be difficult to displace, or will diminish the need for our products.

Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products, treatments or procedures that are safer, more effective, have fewer or less severe side effects, are more convenient or are less expensive than any product that we may develop. Many of our current or future competitors may have significantly greater financial resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved products than we may have. Mergers and acquisitions in the pharmaceutical and biotechnology industries or wound care markets may result in even more resources being concentrated among a smaller number of our competitors. Other early stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These companies compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs.

We may compete for the time and efforts of our officers and directors.

Certain of our officers and directors are also officers, directors, and employees of other companies and we may have to compete with the other companies for their time, attention and efforts. Our officers provide us their services on a part-time basis and none of our directors anticipate devoting more than approximately five (5%) percent of their working time to our matters.

We maintain at-will consulting agreements with our officers that may be terminated by us or the respective officer at any time and for any reason.

We maintain at-will consulting agreements with our officers that may be terminated by us or the respective officer at any time and for any reason. If any of our officers terminate their consulting agreement it may have a material adverse effect on our business, financial condition or ability to operate.

Our growth and success depends on our ability to attract and retain additional highly qualified and skilled sales and marketing, research and development, operational, managerial and finance personnel.

Our growth and success depends on our ability to attract and retain additional highly qualified and skilled sales and marketing, research and development, operational, managerial and finance personnel. Competition for skilled personnel is intense and the unexpected loss of an employee with a particular skill could materially adversely affect our operations until a replacement can be found and trained. If we cannot attract and retain skilled scientific and operational personnel, as required, for our research and development and manufacturing operations on acceptable terms, we may not be able to develop and commercialize any products we may develop and commercialize. Further, any failure to effectively integrate new personnel could prevent us from successfully growing our company.

Risks Related To Ownership of Our Common Stock

The trading price of our common stock historically has been volatile and may not reflect its actual value.

The trading price of our common stock has, from time to time, fluctuated widely and in the future may be subject to similar fluctuations. The trading price may be affected by a number of factors including the risk factors set forth herein, as well as our operating results, financial condition, general economic our control. In recent years, broad stock market indices in general, and smaller capitalization companies in particular, have experienced substantial price fluctuations. In a volatile market, we may experience wide fluctuations in the market price of our common stock. These fluctuations may have a negative effect on the market price of our common stock. In addition, the sale of our common stock into the public market upon the effectiveness of this registration statement could put downward pressure on the trading price of our common stock.

The sale by our stockholders of restricted shares, either pursuant to a resale prospectus or Rule 144, may adversely affect our ability to raise the funds we will require to effectuate our business plan.

As of the date of this prospectus we had 66,575,122 shares issued and outstanding, of which 42,931,800 are deemed “restricted securities” within the meaning of Rule 144. The possibility that substantial amounts of our common stock may be sold into the public market, either under Rule 144, or pursuant to a resale registration statement, may adversely affect prevailing market prices for the common stock and could impair our ability to raise capital in the future through the sale of equity securities because of the perception that future resales could decrease our stock price and because of the availability of resale shares to those interested in investing in our common stock.

Our common stock is a penny stock and is not traded on a national securities exchange, therefore you may find it difficult to sell shares of our common stock you may acquire in this offering.

Our common stock is traded on the OTCQB. The OTCQB is viewed by most investors as a less desirable, and less liquid, marketplace. As a result, an investor may find it more difficult to purchase, dispose of or obtain accurate quotations as to the value of our common stock.

Additionally, our common stock is subject to regulations of the SEC applicable to "penny stock." Penny stock includes any non-NASDAQ equity security that has a market price of less than $5.00 per share, subject to certain exceptions. Rules 15g-1 through 15g-9 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), imposes certain sales practice requirements on broker-dealers who sell our common stock to persons other than established customers and "accredited investors" (as defined in Rule 501(a) of the Securities Act). For transactions covered by this rule, a broker-dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent to the transaction prior to the sale. This rule adversely affects the ability of broker-dealers to sell our common stock and purchasers of our common stock to sell their shares of our common stock.

In addition, the penny stock regulations require that prior to any non-exempt buy/sell transaction in a penny stock, a disclosure schedule proscribed by the SEC relating to the penny stock market must be delivered by a broker-dealer to the purchaser of such penny stock. This disclosure must include the amount of commissions payable to both the broker-dealer and the registered representative and current price quotations for our common stock. The regulations also require that monthly statements be sent to holders of penny stock that disclose recent price information for the penny stock and information of the limited market for penny stocks. These requirements adversely affect the market liquidity of our common stock.

Although our common stock is currently quoted on the OTCQB, if we do not meet or comply with the recent rule changes to the OTCQB our shares may be delisted from the OTCQB and would likely be traded on the OTC Pink (aka the Pink Sheets).

Although our common stock is currently quoted on the OTCQB, effective as of May 1, 2014, the OTC Markets Group, Inc. changed its rules for OTCQB eligibility. To be eligible for OTCQB, companies will be required to:

- meet a minimum bid price test of $0.01. Securities that do not meet the minimum bid price test will be downgraded to OTC Pink;
- submit an application to OTCQB and pay an application and annual fee; and
- submit an OTCQB Annual Certification confirming the Company Profile displayed on www.otcmarkets.com is current and complete and providing additional information on officers, directors, and controlling shareholders.

Management has not yet determined whether it will submit the required application and pay the associated fees to remain quoted on the OTCQB. In the event we do not submit an application and pay those fees our common stock will likely be downgraded to the OTC Pink, which could adversely affect the market liquidity of our common stock.

Kalen Capital Corporation, a private corporation solely owned by Mr. Harmel Rayat, beneficially owns approximately 64% of our issued and outstanding stock. This ownership interest may permit Kalen Capital Corporation to influence significant corporate decisions.

As of the date of this prospectus, Kalen Capital Corporation, a private corporation solely owned by Harmel S. Rayat, a former officer and director of ours, beneficially owned approximately 42,564,800 shares (including shares issuable upon exercise of outstanding warrants), or approximately 64%, of our outstanding common stock. As a result, Mr. Rayat may be able to exercise significant influence over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, and will have significant control over our management and policies. Mr. Rayat’s interests may be different from yours. For example, he may support proposals and actions with which you may disagree or which are not in your interest. This concentration of ownership could delay or prevent a change in control of our company or otherwise discourage a potential acquirer from attempting to obtain control of our company, which in turn could reduce the price of our common stock. In addition, Mr. Rayat could use his voting influence to maintain our existing management and directors in office, or support or reject other management and board proposals that are subject to stockholder approval, such as the adoption of employee stock plans and significant unregistered financing transactions.

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There are options to purchase shares of our common stock currently outstanding.

As of the date of this prospectus we have granted options to purchase shares of our common stock to various persons and entities, under which we could be obligated to issue up to 185,000 shares of our common stock. The exercise prices of these options range from $0.65 to $1.05 per share. If issued, the shares underlying these options would increase the number of shares of our common stock currently outstanding and dilute the holdings and voting rights of our then-existing stockholders.

There are warrants to purchase shares of our common stock currently outstanding.

As of the date of this prospectus we have issued warrants to purchase shares of our common stock to various persons and entities, under which we could be obligated to issue up to 8,200,000 shares of common stock. The exercise prices of these warrants are $0.35 per share for the 1,200,000 Series A Warrant (240,000 shares have vested as of the date hereof), either $0.43 or $0.46 per share for the 3,500,000 shares issuable upon exercise of the Series B Warrant and either $0.43 or $0.49 for the 3,500,000 shares issuable upon exercise of the Series C Warrant. If issued, the shares underlying the Warrants would increase the number of shares of our common stock currently outstanding and dilute the holdings and voting rights of our then-existing stockholders.

We may issue preferred stock which may have greater rights than our common stock.

Our Articles of Incorporation allow our Board of Directors (the "**Board**") to issue up to 10,000,000 shares of preferred stock. Currently, no shares of preferred stock are issued and outstanding. However, we can issue shares of our preferred stock in one or more series and can set the terms of the preferred stock without seeking any further approval from the holders of our common stock. Any preferred stock that we issue may rank ahead of our common stock in terms of dividend priority or liquidation premiums and may have greater voting rights than our common stock. In addition, such preferred stock may contain provisions allowing it to be converted into shares of common stock, which could dilute the value of our common stock to then current stockholders and could adversely affect the market price, if any, of our common stock.

We have entered into a registration rights agreement with Kalen Capital Corporation requiring us to register all the shares owned by Kalen Capital Corporation as of November 29, 2013, including all shares issuable upon conversion of any warrants then owned by Kalen Capital Corporation. If we fail to timely file the registration statements we will be obligated to issue additional shares of our common stock to Kalen Capital Corporation.

One November 29, 2013, as part of a private placement we completed with Kalen Capital Corporation (the "**11/29 Financing**"), we entered into the Registration Rights agreement with Kalen Capital Corporation pursuant to which we agreed to file such number of registration statements as required to register for resale with the SEC all the shares owned by Kalen Capital Corporation as of November 29, 2013, including all shares issuable upon conversion of any warrants then owned by Kalen Capital Corporation. The first registration statement that we are obligated to file, of which this prospectus is a part, covers the shares and warrants issued to Kalen Capital Corporation as part of the 11/29 Financing. If we fail to timely file the registration statements we will be obligated to issue additional shares of our common stock to Kalen Capital Corporation. In the event the we fail to file a registration statement in the time period required, we will issue to Kalen Capital Corporation additional shares of our common stock equal to 5% of the shares of our common stock that were to be registered for every thirty day period for which we fail to file such registration statement, subject to proration for any portion of such thirty day period and up to a maximum number of shares of our common stock equal to 25% of the number of shares of our common stock that were to be registered. Additionally, in the event we fail to cause a registration statement to be declared effective within ninety days from the date of filing, we will issue to Kalen Capital Corporation additional shares of our common stock equal to 2.5% of the shares of our common stock that were to be registered for every thirty day period for which we fail to cause the SEC to declare such registration statement effective, subject to proration for any portion of such thirty day period and up to a maximum number of shares of our common stock equal to 10% of the number of shares of common stock included in such registration statement.

Our compliance with changing laws and rules regarding corporate governance and public disclosure may result in additional expenses to us which, in turn, may adversely affect our ability to continue our operations.

Keeping abreast of, and in compliance with, changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new SEC regulations and, in the event we are ever approved for listing on a registered national exchange, such exchange's rules, will require an increased amount of management attention and external resources. We intend to continue to invest all reasonably necessary resources to comply with evolving standards, which may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. Our failure to adequately comply with any of these laws, regulations, standards or rules may result in substantial fines or other penalties and could have an adverse impact on our ongoing operations.

Because we do not intend to pay dividends for the foreseeable future you should not purchase our shares if you are seeking dividend income.

We currently intend to retain future earnings, if any, to support the development and expansion of our business and do not anticipate paying cash dividends in the foreseeable future. Our payment of any future dividends will be at the discretion of our Board after taking into account various factors, including but not limited to our financial condition, operating results, cash needs, growth plans and the terms of any credit agreements that we may be a party to at the time. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize their investment. Investors seeking cash dividends should not purchase the shares offered by us pursuant to this prospectus. See "**Market Price of and Dividends On Our Common Stock and Related Stockholder Matters**."

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains certain "forward-looking statements," as well as information relating to the Company and its subsidiaries that is based on management's exercise of business judgment and assumptions made by and information currently available to management. Although forward-looking statements in this prospectus reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. When used in this document and other documents, releases and reports released by us, the words "anticipate," "believe," "estimate," "expect," "intend," "the facts suggest" and words of similar import, are intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements. These statements reflect our current view of future events and are subject to certain risks and uncertainties as noted below. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results could differ materially from those anticipated in these forward-looking statements. Actual events, transactions and results may materially differ from the anticipated events, transactions or results described in such

statements. Although we believe that our expectations are based on reasonable assumptions, we can give no assurance that our expectations will materialize. Many factors could cause actual results to differ materially from our forward-looking statements and unknown, unidentified or unpredictable factors could materially and adversely impact our future results. We undertake no obligation and do not intend to update, revise or otherwise publicly release any revisions to our forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of any unanticipated events. Several of these factors include, without limitation:

- our ability to meet requisite regulations or receive regulatory approvals in the United States, and our ability to retain any regulatory approvals that we may obtain; and the absence of adverse regulatory developments in the United States and abroad;

- our ability to meet requisite regulations or receive regulatory approvals in the United States, and our ability to retain any regulatory approvals that we may obtain; and the absence of adverse regulatory developments in the United States and abroad;
- new entrance of competitive products or further penetration of existing products in our markets;
- the effect on us from adverse publicity related to our products or the company itself; and
- any adverse claims relating to our intellectual property.

The reader is cautioned that no statements contained in this prospectus should be construed as a guarantee or assurance of future performance or results. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the risks described in this report and matters described in this report generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this filing will in fact occur.

We have little likelihood of long-term success unless we are able to continue to raise capital from the sale of our securities or financing from other sources until, if ever, we generate positive cash flow from operations.

USE OF PROCEEDS

This prospectus relates to the resale of certain shares of our common stock that may be offered and sold from time to time by the Selling Stockholders. This prospectus also relates to shares of our common stock to be issued to the Selling Stockholders upon exercise of outstanding warrants. We will not receive any proceeds from the sale of shares of our common stock in this offering. We may, however, receive proceeds from the exercise of the Warrants, unless they are exercised on a “cashless basis.” We will use the proceeds, if any, from the exercise of the Warrants to fund the research, development and commercialization of the Cell Deposition Device and for general working capital.

DETERMINATION OF OFFERING PRICE

The Selling Stockholders will determine at what price they may sell the offered shares, and such sales may be made at prevailing market prices, or at privately negotiated prices. The Series A Warrant is exercisable at a per share price of $0.35, the Series B Warrant is exercisable at a per share price of $0.43 if exercised on or before May 29, 2015, or $0.46 if exercised thereafter through November 29, 2018 and the Series C Warrant is exercisable at a per share price of $0.43 if exercised on or before May 29, 2015, or $0.49 if exercised thereafter through November 29, 2018. The exercise price of the Warrants has been arbitrarily determined by us, and bears no significant relationship to our assets, earnings, book value or any other objective standard of value. **Please refer to “Plan of Distribution.”**

MARKET PRICE AND RELATED STOCKHOLDER MATTERS

Our common stock is quoted on the OTCQB under the symbol "**RCAR**." Our warrants are not currently traded on any market. The closing price of our common stock as quoted on the OTCQB on September 4, 2014 was $1.07.

As of the date of this prospectus there were 66,575,122 shares of our common stock outstanding and held by approximately 324 stockholders of record. A portion of our common stock is held in "street name" or by beneficial holders, whose shares are held of record by banks, brokers, and other financial institutions.

The following table sets forth the range of high and low bid prices for our common stock for each quarter during the past two fiscal years as reported on the OTCQB:

Fiscal Year Ended December 31, 2013	**High**	**Low**
First Quarter (January 1 - March 31, 2013)	$ 0.38	$ 0.33
Second Quarter (April 1 – June 30, 2013)	$ 0.80	$ 0.37
Third Quarter (July 1 – September 30, 2013)	$ 0.74	$ 0.55
Fourth Quarter (October 1 – December 31, 2013)	$ 1.37	$ 0.56

Fiscal Year Ended December 31, 2012	**High**	**Low**
First Quarter (January 1 - March 31, 2012)	$ 0.55	$ 0.28
Second Quarter (April 1 – June 30, 2012)	$ 0.58	$ 0.40
Third Quarter (July 1 – September 30, 2012)	$ 0.43	$ 0.37
Fourth Quarter (October 1 – December 31, 2012)	$ 0.37	$ 0.33

Dividend Policy

We have not paid any dividends on our common stock and our Board presently intends to continue a policy of retaining earnings, if any, for use in our operations. The declaration and payment of dividends in the future, of which

there can be no assurance, will be determined by the Board in light of conditions then existing, including earnings, financial condition, capital requirements and other factors.

The Nevada Revised Statutes prohibit us from declaring dividends where, if after giving effect to the distribution of the dividend:

- we would not be able to pay our debts as they become due in the usual course of business; or
- our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of stockholders who have preferential rights superior to those receiving the distribution.

Except as set forth above, there are no restrictions that currently materially limit our ability to pay dividends or which we reasonably believe are likely to limit materially the future payment of dividends on common stock.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and the related notes included elsewhere in this prospectus. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our results and the timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under "***Risk Factors***" and elsewhere in this prospectus.*

Overview

We were incorporated under the laws of the State of Utah on July 14, 1983, under the name "Far West Gold, Inc." On May 9, 1996, our stockholders authorized a name change to "Far West Resources, Inc." On June 30, 1997, the stockholders authorized a name change to "American Alliance Corporation" and authorized a change in the state of domicile from Utah to Nevada. On January 7, 2014, we filed a Certificate of Amendment to Articles of Incorporation changing our name from "Janus Resources, Inc." to "RenovaCare, Inc." so as to more fully reflect our operations as a biopharmaceutical company.

Results of Operations

Three and Six Months Ended June 30, 2014 versus June 30, 2013

	For the Three Months Ended June 30, 2014	2013	$ change	% change
Operating expenses				
General and administrative	$ 333,682	$ 83,358	$ 250,324	300.3
Net loss	$ (333,682)	$ (83,358)	$ (250,324)	300.3

	For the Six Months Ended

	2014	June 30, 2013	$ change	% change
Operating expenses				
General and administrative	$ 601,703	$ 144,230	$ 457,473	317.2
Net loss from continuing operations	(601,703)	(144,230)	457,473	317.2
Discontinued operations				
Gain on disposal of oil and gas properties	-	49,338	49,338	100.0
Loss from discontinued operations	-	49,338	(49,338)	100.0
Net loss	$ (601,703)	$ (94,892)	$ (506,811)	534.1

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Continuing Operations

Our expenses consist primarily of professional fees and administrative costs. For the three months ended June 30, 2014 and 2013, general and administrative expenses were $333,682 and $83,358, respectively. The increase in general and administrative fees in 2014 of $250,324 was due primarily to a $68,500 expense related to the Series A Warrant issued in July 2013 and to newly incurred research and development expenses of $65,000 related to the development of our Cell Deposition Device. In addition, legal fees in the three months ended June 30, 2014 increased by $36,243 as a result of increased patent related and securities related activity.

As a result of the foregoing, net loss from continuing operations for three months ended June 30, 2014 and 2013 was $(333,682) and $(83,358), respectively.

Discontinued Operations

There was no activity in discontinued operations for the three months ended June 30, 2014 or June 30, 2013.

Net loss for the three months ended June 30, 2014 and 2013 was $(333,682) and $(83,358), respectively.

Year Ended Year Ended December 31, 2013 (Fiscal 2013) versus December 31, 2012 (Fiscal 2012)

	For the Years Ended December 31,			
Operating expenses	**2013**	**2012**	**$ change**	**% change**
General and administrative	$ 628,545	$ 229,539	$ 399,006	173.8
Net loss from continuing operations	(628,545)	(229,539)	$ 399,006	173.8
Discontinued operations				
Income (loss) from discontinued operations	$ -	$ (14,420)	$ (14,420)	100.0
Gain (loss) on disposal of assets	49,338	-	49,338	100.0
Loss on disposal of subsidiary	$ (453,581)	$ -	$ (453,581)	100.0
Loss from discontinued operations	$ (404,243)	$ (14,420)	$ (389,823)	2,703.4
Net loss	$ (1,032,788)	$ (243,959)	$ (788,829)	323.3

Continuing Operations

Our expenses consist primarily of professional fees and administrative costs. For the years ended December 31, 2013 and 2012, general and administrative expenses were $628,545 and $229,539, respectively. The increase in general and administrative expenses in 2013 of $399,006 was due primarily to a $263,399 increase in consulting fees, of which $237,971 represented non-cash stock based consulting expenses. In addition, legal fees in 2013 increased by $114,863 as a result of increased patent related and financing activity.

As a result of the foregoing, net loss from continuing operations for twelve months ended December 31, 2013 and 2012 was $(628,545) and $(229,539), respectively.

Discontinued Operations

Income (loss) from oil and gas activities was $(14,420) for the year ended December 31, 2012. Gain on the disposal of our oil and gas properties for the year ended December 2013 was $49,338. Loss on disposal of the Fostung subsidiary in the year ended December 31, 2013 was $(453,581). Net loss from discontinued operations for the years ended December 31, 2013 and 2012 was $(404,243) and $(14,420), respectively.

Net loss for the years ended December 31, 2013 and 2012 was $(1,032,788) and $(243,959), respectively.

Liquidity and Capital Resources

We currently finance our activities primarily by the private placement of our equity securities. There is no assurance that equity funding will be accessible to us at the times and in the amounts required to fund our ongoing operations. There are many conditions beyond our control which have a direct bearing on the level of investor interest in the purchase of our securities. We do not have any agreements or understandings with any person as to additional financing.

At June 30, 2014, we had cash of $1,168,093 (December 2013 - $1,508,843) and working capital of $1,067,617 (December 2013 – $1,454,632). Total liabilities as of June 30, 2014 were $126,413 (December 2013 - $55,441).

Our consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America and applicable to a going concern which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. We require additional funds to meet our obligations and maintain our operations. We have sufficient working capital to (i) pay our administrative and general operating expenses through December 31, 2014, and (ii) to conduct our preliminary research and development programs. Without sufficient cash flow from operations, we may need to obtain additional funds (presumably through equity offerings and/or debt borrowing) in order, if warranted, to implement additional research and development programs on our Cell Deposition Device.

Cash Flow

Operating activities: We used cash of $340,750 for operating activities for the six months ended June 30, 2014 (2013 - $124,424). We have financed our operations through the sale of our equity securities, as discussed herein.

Investing Activities: During the six months ended June 30, 2014, there were no investing activities. During the six months ended June 30, 2013 proceeds from the disposal of oil and gas properties was $3,000.

Financing Activities: Cash flows from financing activities for the six months ended June 30, 2014 and 2013 were $0 and $0, respectively.

Fair Value of Financial Instruments and Risks

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair value. The carrying value of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, accounts payable – related parties, and warrant liability approximate their fair value because of the short-term nature of these instruments. Management is of the opinion that we are not exposed to significant interest or credit risks arising from these financial instruments.

Market Risk Disclosures

We have not entered into derivative contracts either to hedge existing risks or for speculative purposes during or subsequent to the periods presented.

Off-balance Sheet Arrangements and Contractual Obligations

We do not have any off-balance sheet arrangements or contractual obligations that are likely to have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that have not been disclosed in our consolidated financial statements.

Recently Issued Accounting Pronouncements

In June 2014, the Financial Accounting Standards Board ("**FASB**") issued Accounting Standards Update ("**ASU**") 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. ASU 2014-10 eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and stockholders' equity. The amendments in ASU 2014-10 will be effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods, however early adoption is permitted. The Company adopted ASU 2014-10 during the quarter ended June 30, 2014, thereby no longer presenting or disclosing any information required by Topic 915.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in Accounting Standards Codification ("**ASC**") 605, Revenue Recognition. The new revenue recognition standard requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. ASU 2014-09 is effective for interim and annual reporting periods beginning after December 15, 2016 and is to be applied retrospectively. The Company does not currently have any revenue. As such, ASU 2014-09 will not have any effect on the Company's results of operations and financial position. If the Company begins generating revenue prior to the effective date of ASU 2014-09, it will evaluate the effect that ASU 2014-09 will have on its results of operations and financial position.

DESCRIPTION OF OUR BUSINESS AND PROPERTY

Description of Business

We are a development-stage company focusing on the acquisition, research, development and, if warranted, commercialization of autologous (using a patient's own cells) cellular therapies that can be used for medical and aesthetic applications. On July 12, 2013, we, through our wholly owned subsidiary, RenovaCare Sciences Corp.,

completed the acquisition of our flagship technology, a treatment methodology for skin isolation, spraying and associated equipment for the regeneration of human skin cells, the Cell Deposition Device, which has been shown in early human clinical use in the United States to naturally regenerate and heal skin for burn victims, along with the associated United States and foreign patents and patent applications. The development of our Cell Deposition Device is in the early stage and we anticipate that we will be required to expend significant time and resources to further develop our technology and determine whether a commercially viable product can be developed. Research and development of new technologies involves a high degree of risk and there is no assurance that our development activities will result in a commercially viable product. The long-term profitability of our operations will be, in part, directly related to the cost and success of our development programs, which may be affected by a number of factors.

Skin is the body's largest organ, representing approximately 15% of a person's total bodyweight. The average adult human has a skin surface area of between 16 - 21 square feet, which protects all other organs against the external environment. When a person's skin is assailed by trauma or exposed to extreme heat, the skin's various layers may be destroyed and depending on the severity of the injury, might cause life-threatening conditions. Currently, severe trauma to the skin, such as second or third degree burns, requires surgical mesh-grafting of skin, whereby healthy skin is removed from a donor site and implanted on the damaged area.

While mesh grafting is often the method of choice, there are significant deficiencies with this method. The surgical procedure to remove healthy skin from the donor site can be painful and leaves the patient with a new wound that must also be attended to. In many instances the aesthetic results are not satisfying, as the color of the skin from the donor site may not match the skin color of the damaged skin. Additionally, since the ratio between the size of the wound area and the size of the donor site is quite low, i.e. the size of the skin removed must be substantially equal in size to the size of the damaged skin, the mesh-grafting approach is in many cases limited. Donor and injury sites can take weeks to heal, requiring expensive hospital stays, ongoing wound dressing management, and ever-changing anti-infection strategies.

We are currently evaluating the efficacy and potential of our Cell Deposition Device, in combination with our unique cell isolation method, in the treatment of tissue that has been subject to severe trauma such as second and third degree burns. In small scale clinical trials, the Cell Deposition Device and cell isolation methodology have shown the ability to regenerate a more natural and thicker skin. The Cell Deposition Device utilizes the patient's own skin stem cells and is able to address much larger treatment areas and at the same time reduce the size of the donor site. Furthermore, we believe the Cell Deposition Device enables the effective treatment of other skin disorders with minimal scarring compared to skin grafting.

Our Market Opportunity

According to medical market research firm, Kalorma Information, the global market for wound care products is projected to grow from $16.8 billion in 2012, to approximately $21.0 billion by 2015.

Burn Wounds

Burns are one of the most common and devastating forms of trauma. Patients with serious thermal injury require immediate specialized care in order to minimize morbidity and mortality. Data from the National Center for Injury Prevention and Control in the United States show that approximately 2 million fires are reported each year which result in 1.2 million people with burn injuries. Moderate to severe burn injuries requiring hospitalization account for approximately 100,000 of these cases, and about 5,000 patients die each year from burn-related complications. The survival rates for burn patients have improved substantially in the past few decades due to advances in modern

medical care in specialized burn centers. Severe burns require specialized care in hospitals or burn centers. According to Critical Care, an international clinical medical journal, burns are also among the most expensive traumatic injuries because of long and costly hospitalization, rehabilitation and wound and scar treatment. The prevalence of patients with severe burns is even higher in emerging economies. For example, according to an IMS study, approximately 400,000 patients are hospitalized every year with burns in India.

Burn injuries account for a significant cost to the health care system in North America and worldwide. In the United States and Canada there are currently 167 centers specializing in burn care, with over 2,000 beds. Although the overall hospitalization rates from less-serious burn injuries have declined by 50% since 1971, the proportion of patients admitted to burn centers has increased. Recent estimates in the United States show that 45,000 patients are admitted to acute-care hospitals annually with burn injuries, and in approximately 50% of these cases the extent of thermal injury is severe enough to warrant admission to a specialized burn center. Burn care centers in North America currently admit an average of more than 200 patients per year, whereas other hospital units admit an average of fewer than five burn patients per year.

Initial hospitalization costs and physicians' fees for specialized care of a patient with a major burn injury are currently estimated to be $200,000. Overall, costs escalate for major burn cases because of repeated admissions for reconstruction and rehabilitation therapy. In the United States, current annual estimates show that more than $18 billion is spent on specialized care of patients with major burn injuries.

Most burn injuries involve part or the entire thickness of the skin and in some cases, the deeper subcutaneous fat tissue or underlying structures. The severity of the burn depends on three main factors:

(i) The extent of the surface the burn occupies is usually referred to as percent of total body surface area ("TBSA"). A burn on an adult's entire palm would generally equal approximately 1% TBSA, and the average hospitalized patient has a burn covering approximately 10% TBSA. Burns covering more than 15-20% TBSA usually require hospitalization and may result in dehydration, shock and increased risk of mortality.

(ii) The depth of the burn, referred to in terms of "degree," is generally classified into four categories:

a. *Superficial or first degree burns*. Such burns do not penetrate the basal membrane and usually heal naturally, i.e. on their own.

b. *Dermal/partial thickness or second degree burns*. Such burns are characterized by varying amounts of damaged dermis and can be further subdivided into superficial and deep partial-thickness burns. Superficial partial-thickness burns may heal spontaneously after removal of the covering thin eschar. The eschar is the burned tissue in the wound and is deprived of blood and isolated from all natural systemic defense mechanisms. Conversely, deep partial-thickness burns are often difficult for physicians to accurately diagnose before eschar removal and may progress and transform into full-thickness burns if not debrided in a timely manner, depending on the magnitude of latent tissue death of the surrounding skin. Debridement is the medical removal of dead, damaged, or infected tissue to improve the healing potential of the remaining healthy tissue.

c. *Full thickness or third degree burns*. Such burns are characterized by death of the entire dermal tissue down to the subcutaneous fat and must be debrided and treated by autografting, which is the process of harvesting skin from healthy donor sites on a patient's body and transplanting it on the post-debridement, clean wound bed.

d. *Fourth degree burns*. Such burns, which are rare, extend beyond the subcutaneous fat tissue into the underlying structures, such as muscle or bone, and also require debridement and further substantial treatment.

(iii) Other factors, which include the age of the individual and the body part where the burn occurred.

When patients are hospitalized for a severe burn, the first step in the treatment after patient stabilization and resuscitation is usually eschar removal. Additionally, debridement is an essential step in the treatment of patients with severe burns, allowing for the prevention of local infection, sepsis (a systemic inflammatory response caused by severe infection) and additional damage to surrounding viable tissue and the initiation of the body’s healing process and scar prevention.

Skin grafts are often employed after serious injuries when some of the body's skin is damaged and refers to a procedure whereby skin is removed from one area of the body and transplanted to another. Surgical removal (excision or debridement) of the damaged skin is followed by skin grafting. The grafting serves two purposes: (a) reduce the course of treatment needed (and time in the hospital), and (b) improve the function and appearance of the area of the body which receives the skin graft.

There are two types of skin grafts, the more common type is "partial thickness skin graft", where a thin layer is removed from a healthy part of the body (the donor section) like peeling a potato. The second type is a "full thickness skin graft", which involves pitching and cutting skin away from the donor section. A full thickness skin graft is more risky, in terms of the body accepting the skin, yet it leaves only a scar line on the donor section, similar to a Cesarean section scar.

Other Applications

In addition to treating burn wounds, we intend to further research the applicability of our Cell Deposition Device and cell isolation methodology to treat scars, skin pigmentations disorders, such as vitiligo, and chronic wounds, such as diabetic ulcers.

Our Technology

The Cell Deposition Device and its associated cell isolation methodology isolates stem cells from a biopsy of the patient's healthy skin and, after inserting them into a solution, places the stem cells into a sterile syringe with a fitted nozzle, and sprays them directly through the nozzle into the wound. Using computer precision, the device is intended to distribute the cells at a uniform velocity throughout the wound. Based upon small stage clinical trials the newly introduced stem cells were able to regenerate and differentiate into their respective parts in a matter of days. The first phase of gathering the patient's stem cells, creating a solution, and applying the stem cells takes approximately 1.5–2 hours. Within a week, the wound dressing procedure allows the stem skin cells to fully generate normal skin, and after a couple of months the skin regains its color and texture.

The idea of regrowing skin isn't new; oftentimes when treating burns a doctors will harvest skin cells and send them to an external lab where they are grown into a sheet of new skin, which can take 2–3 weeks to produce a skin sheet and harvest it from an external lab. In contrast, it takes only hours to prepare and administer stem cells with the Cell Deposition Device. Once the skin sheet has been attached to the wound, blisters can form under the newly attached skin, pushing the sheet up, damaging the wound and increasing the risk of infection. In contrast, the Cell Deposition Device applies the stem cells directly to the patient's cells through an electronic, acqueous spray device which distributes the skin cells uniformly without damaging those skin cells. Patients feel as if they have been sprayed with salt water, which is intended to alleviate the concern of further tissue damage. The artificial vascular system network

also provides a reliable source of protection to the skin stem cells. After the wound has been treated, it often takes months for the skin sheet to heal over; however, it can take only days for the Cell Deposition Device to fulfill this healing function.

Because the skin cells in the Cell Deposition Device are actually the patient's own cells, the skin that is regenerated looks more natural than skin grown from traditional methods. During recovery, the skin cells grow into fully functional layers of the skin, including the dermis, epidermis, and blood vessels and the regenerated skin leaves minimal scarring.

The Cell Deposition Device remains an experimental, unproven methodology and we continue to evaluate its efficacy. There is no guarantee that we will able to develop a commercially viable product based upon the Cell Deposition Device and its underlying technology.

Governmental Regulations

Domestic Regulation

Governmental authorities in the United States, at the federal, state and local level, and in other countries extensively regulate, among other things, the research, development, testing, manufacture, labeling, packaging, promotion, storage, advertising, distribution, marketing and export and import of products or devices such as those we are attempting to develop. Our device candidates, to the extent they are developed, will be subject to either pre-market approval or 510(k) clearance by the FDA prior to their marketing for commercial use in the United States, and to any approvals required by foreign governmental entities prior to their marketing outside the United States. In addition, any changes or modifications to a device that has received regulatory clearance or approval that could significantly affect its safety or effectiveness, or would constitute a major change in its intended use, and may require the submission of a new application in the United States for pre-market approval or 510(k) clearance, or for foreign regulatory approvals outside the United States. The process of obtaining foreign approvals, can be expensive, time consuming and uncertain.

510(k) Clearance

If the Cell Deposition Device or any other device that we commercialize is deemed a Class I or Class II medical device, we may be required to file for 510(k) clearance. It generally takes from four to twelve months from submission to obtain 510(k) clearance, and from one to three years from submission to obtain pre-market approval; however, it may take longer and 510(k) clearance or pre-market approval may never be obtained. Delays in receipt of, or failure to obtain, clearances or approvals for future products, for tests on the Cell Deposition Device that are currently in design or development, would result in delayed, or no, realization of revenues from such products as well as in substantial additional costs which could decrease our profitability. Although we are currently preparing a 510(k) submission, we have not yet submitted any devices for 510(k) approval and there are no guarantees that we will make such a submission or that if we do make such a submission, that our submission will be approved.

Premarket Approval

We may be required to file for premarket approval ("**PMA**") for the Cell Deposition Device or any other device that we commercialize if it is deemed a Class III medical device. PMA is the FDA process of scientific and regulatory review to evaluate the safety and effectiveness of Class III medical devices. Class III devices are those that support or sustain human life, are of substantial importance in preventing impairment of human health, or which present a potential, unreasonable risk of illness or injury. Due to the level of risk associated with Class III devices, the FDA has determined that general and special controls alone are insufficient to assure the safety and effectiveness of class III devices. Therefore, these devices require a PMA application under section 515 of the Federal Food, Drug and Cosmetic Act in order to obtain marketing clearance.

PMA is the most stringent type of device marketing application required by FDA. The applicant must receive FDA approval of its PMA application prior to marketing the device. PMA approval is based on a determination by FDA that the PMA contains sufficient valid scientific evidence to assure that the device is safe and effective for its intended use(s). An approved PMA is, in effect, a private license granting the applicant (or owner) permission to market the device. The PMA owner, however, can authorize use of its data by another.

HIPAA Requirements

Other federal legislation may affect our ability to obtain certain health information in conjunction with any research activities we conduct. The Health Insurance Portability and Accountability Act of 1996 ("**HIPAA**"), mandates, among other things, the adoption of standards designed to safeguard the privacy and security of individually identifiable health information. In relevant part, the U.S. Department of Health and Human Services ("**HHS**"), has released two rules to date mandating the use of new standards with respect to such health information. The first rule imposes new standards relating to the privacy of individually identifiable health information. These standards restrict the manner and circumstances under which covered entities may use and disclose protected health information so as to protect the privacy of that information. The second rule released by HHS establishes minimum standards for the security of electronic health information. While we do not believe we are directly regulated as a covered entity under HIPAA, the HIPAA standards impose requirements on covered entities conducting research activities regarding the use and disclosure of individually identifiable health information collected in the course of conducting the research. As a result, unless they meet these HIPAA requirements, covered entities conducting clinical trials for us may not be able to share with us any results from clinical trials that include such health information.

Other U.S. Regulatory Requirements

In the United States, the research, manufacturing, distribution, sale, and promotion of drug and biological products are potentially subject to regulation by various federal, state and local authorities in addition to the FDA, including the Centers for Medicare and Medicaid Services (formerly the Health Care Financing Administration), other divisions of the U.S. Department of Health and Human Services (e.g., the Office of Inspector General), the U.S. Department of Justice and individual U.S. Attorney offices within the Department of Justice, and state and local governments. For example, sales, marketing and scientific/educational grant programs must comply with the anti-fraud and abuse provisions of the Social Security Act, the False Claims Act, and similar state laws, each as amended. Pricing and rebate programs must comply with the Medicaid rebate requirements of the Omnibus Budget Reconciliation Act of 1990 and the Veterans Health Care Act of 1992, each as amended. If products are made available to authorized users of the Federal Supply Schedule of the General Services Administration, additional laws and requirements apply. All of these activities are also potentially subject to federal and state consumer protection, unfair competition, and other laws.

International Regulation

The regulation of any potential product candidates we may produce outside of the United States varies by country. Certain countries regulate human tissue products as a pharmaceutical product, which would require us to make extensive filings and obtain regulatory approvals before selling our product candidates. Certain other countries may classify our product candidates as human tissue for transplantation but may restrict its import or sale. Other countries have no application regulations regarding the import or sale of products similar to potential product candidates, creating uncertainty as to what standards we may be required to meet.

Competition

The pharmaceutical and wound care industries are characterized by intense competition, rapid product development and technological change. Our Cell Deposition Device competes with a variety of companies in the wound care markets, many of which offer substantially different treatments for similar problems. Currently Avita Medical Limited offers ReCell® Spray-On Skin,™ a cell spray device and a cell isolation procedure for autologous cells. Integra LifeSciences Holding Corp. sells Integra® Dermal Regeneration Template, which does not use autologous cells, but instead uses mesh-grafted tissue. Other competitors include Fibrocell Science, Inc., Shire Plc and Organogenesis, Inc.

Many of our competitors are large, well-established pharmaceutical, chemical, cosmetic or health care companies with considerably greater financial, marketing, sales and technical resources than those available to us. Additionally, many of our present and potential competitors have research and development capabilities that may allow them to develop new or improved products that may compete with our product lines. Our potential products could be rendered obsolete or made uneconomical by the development of new products to treat the conditions addressed by our products, technological advances affecting the cost of production, or marketing or pricing actions by one or more of our competitors.

Strategy

Our ultimate goal is to leverage the potential of our Cell Deposition Device, together with our cell isolation method, as cutting edge treatments in skin therapy. Before we can do so, however, there are a number of steps we must first take, including:

- initiating a series of clinical trials to determine the Cell Deposition Device's efficacy for treating wounds and burns;
- formalizing collaborations with universities and scientific partners;
- creating a network of clinical and research partners;
- achieving FDA and other regulatory approval; and
- expanding the range of possible applications.

Additionally, we will likely be required to raise significant capital in order to fund our ongoing research and development operations, and there is no guarantee that we will be able to raise on acceptable terms, if at all.

Discontinued Operations

Sale of Fostung Resources Ltd.

On December 31, 2013, we entered into a stock purchase agreement with Duke Mountain Resources, Inc. ("**Duke**"), a Nevada corporation, pursuant to which we sold to Duke 100% of the issued and outstanding shares of Fostung Resources Ltd. ("**Fostung Resources**"), a corporation organized under the laws of Ontario, Canada and a wholly owned subsidiary of ours, in exchange for a promissory note in the amount of $80,000, which amount approximated the fair value of the leases and mining claims controlled by Fostung Resources, as concluded by an independent third-party geological consultant.

Sale of Oil and Gas Properties

On February 18, 2013, we completed the sale of our working interest in the Onnie Ray #1, Haile #1, Pearce #1 and Stahl #1 oil wells. We entered into an Assignment Agreement with Leexus Oil LLC, the wells operator, whereby we assigned our right, title and interest in the oil, gas and mineral leases and the oil and gas wells. Payment for the assignment was the assumption of all outstanding liabilities and assumption of all future payments for any and all work performed on the wells. On February 19, 2013, we completed the sale of our working interest in the Cooke #6 well. We entered into an Assignment Agreement with Millennium Petro-Physics, the well operator, whereby we assigned our right, title and interest in the oil, gas and mineral leases and the oil and gas wells for a payment of $3,000.

Employees

As of the date of this prospectus, we had one full time employee, Mr. Andrew Danielson, Director of Business Development, Grants and Administration. We maintain at-will consulting agreements with Mr. Thomas Bold, our President and Chief Executive Officer, Ms. Rhonda Rosen, our Chief Financial Officer and Ms. Patsy Trisler, our Vice President – Clinical & Regulatory Affairs.

Our Office Facilities

Our corporate office is located at 430 Park Avenue, Suite 702, New York, New York 10022. This office space is provided to us on a complimentary basis by one of our directors. We also rent space in Pittsburgh, Pennsylvania for which we pay a monthly rent of $545. We believe that our office facilities are sufficient and adequate for our purposes given our present staff and research objectives.

Legal Proceedings

We are not party to nor are we aware of any material pending lawsuit, litigation or proceeding.

DIRECTORS, EXECUTIVE OFFICERS AND CONTROL PERSONS

The following table sets forth the names and ages of all of our directors and executive officers. We have a Board comprised of three members. Each director holds office until a successor is duly elected or appointed. Executive officers serve at the discretion of the Board and are appointed by the Board. Also provided herein are brief descriptions of the business experience of each of the directors and officers during the past five years, and an indication of directorships held by each director in other companies subject to the reporting requirements under the Federal securities law.

Name	Age	Current Position With Us	Director or Officer Since
Thomas Bold	53	President and Chief Executive Officer	December 2013
Rhonda B. Rosen	57	Chief Financial Officer	October 2013
Patsy J. Trisler	66		April 2014

		Vice President – Clinical & Regulatory Affairs	
Kenneth Kirkland	72	Director	August 2013
Joseph Sierchio	64	Director	August 2010

Biographical Information

Set forth below are the names of all of our directors and executive officers, all positions and offices held by each person, the period during which each has served as such, and the principal occupations and employment of such persons during at least the last five years, and other director positions held currently or during the last five years:

Current Directors and Officers

Thomas Bold. Since 2013 Mr. Bold has been serving as a Business Consultant and Economic Advisor for StemCell Systems, GmbH. In this position he serves as a member of the steering committee of a multinational research project sponsored by the European Commission. From 2004 through 2012 Mr. Bold served as the CEO of StemCell Systems GmbH, a Berlin-based biomedical company engaged in the development and commercialization of advanced cell culture bioreactors. During his time in this position Mr. Bold managed several national and international research and development projects for the company. Mr. Bold has more than 15 years of professional business experience in the field of medical biotechnology device manufacturing, stem cell culture technology platform development and regenerative medicine research project management and product development. Mr. Bold has co-founded several start-up companies in Germany and specializes in structuring and management of new ventures and organizations. He initiated and managed successful business/R&D collaborations between many company and university partners and has been involved in successful patent application processes and IP portfolio management. Mr. Bold has assisted companies in securing millions of dollars of funding from local and national German research organizations and the European Commission and managed national and international life science R&D projects for Hybrid Organ GmbH, StemCell Systems GmbH and the Charité Medical Faculty of the Berlin Universities, Germany. He initiated and managed several skin therapy project consortia on wound dressing development, skin cell isolation technologies and skin cell spray deposition devices. Mr. Bold received his Bachelor's degree in Business Management from the University of Cologne, Germany and his Diplom-Kaufmann (Masters') degree in Business Management, Economic Journalism and American Economy from the Freie Universität Berlin.

Rhonda B. Rosen. From June through September 2013, Ms. Rosen served as our President and Chief Executive Officer. From May 2012 through March 2013, Ms. Rosen served as the Chief Financial Officer of Armada Oil, Inc. and its wholly owned subsidiaries. From August 2010 through February 2012, Ms. Rosen was the Treasurer, Chief Financial Officer and Chief Administrative Officer of Tonix Pharmaceuticals Holding Corp. and its wholly owned subsidiaries. Ms. Rosen has also been a partner at Tatum, an executive services firm, since March 2010, where she provides executive level financial consulting services. Between July 2007 and February 2010, Ms. Rosen served as the Treasurer and Chief Financial Officer of Validus Pharmaceuticals LLC and its predecessor companies, including Konanda Pharma Partners, LLC, Konanda Pharma Fund I, L.P, Validus Pharmaceuticals, Inc. and Fontus Pharmaceuticals, Inc. Between November 2006 and July 2007, Ms. Rosen was the Senior Vice President of Wood Creek Capital Management, the founding sponsor of Validus Pharmaceuticals LLC. Previously, Ms. Rosen was the Director of Sales at Liability Solutions Inc. (2004 to 2005); Managing Director of Insurance and Alternative Asset Management Investment Banking at Putnam Lovell NBF (1999 to 2003); and Managing Director of Insurance Investment Banking at CIBC World Markets (formerly Oppenheimer & Co.) (1992-1999). Ms. Rosen earned her MBA in Finance & Accounting and her BS in Economics from The Wharton School of Business, where she graduated summa cum laude, and her MS in Taxation from the from the Fox School of Business. Ms. Rosen started her career with PricewaterhouseCoopers LLP and is a Certified Public Accountant in the State of Pennsylvania. Ms. Rosen was appointed to serve as our Chief Financial Officer due to her extensive accounting and finance experience.

Patsy J. Trisler, JD, RAC. For over 20 years Ms. Trisler has provided strategic regulatory guidance and clinical compliance consulting services to medical device companies, including advising on non-clinical and clinical testing requirements for a variety of product types; preparing FDA submissions; facilitating FDA meetings; training on compliance with GCPs & FDA regulatory requirements. Ms. Trisler has been a regulatory consultant since 1991 and

has held senior level positions where she provided consulting services for pharmaceutical, biotechnology and medical device clients and was most recently an independent consultant for a number of clients within the medical products' industry. Prior to that Ms. Trisler served for nearly seven years at the FDA as a scientific reviewer and special assistant to the Director of the Office of Device Evaluation in developing medical device policies and guidances. She began her career as a biologist in a molecular biology laboratory at the National Cancer Institute. Ms. Trisler received her B.S. in biology and psychology from American University in Washington, DC, and her J.D. from the Potomac School of Law/Antioch Law School in Washington, DC. Ms. Trisler is regulatory affairs certified and a member of several professional groups including the Association of Clinical Research Professionals and Regulatory Affairs Professional Society.

Dr. Kenneth Kirkland. From August 1998 through July 2010, Dr. Kirkland worked as an Executive Director at Iowa State University and most recently served as the University's Executive Director of the Research Foundation and Director of the Office of Intellectual Property and Technology Transfer. While there, he was successful in increasing the licensing of the University's technologies to companies to achieve number one ranking among U.S. universities in the number of licenses executed. Dr. Kirkland also spearheaded successful litigation against infringers of the Research Foundation's intellectual property resulting in total settlements of $20 million. Dr. Kirkland completed his undergraduate studies in the U.K., and obtained his M.S. and Ph.D. degrees in Agronomic Crop Science from Oregon State University. Dr. Kirkland was invited to join the Board due to his extensive experience in licensing intellectual property.

Joseph Sierchio. Mr. Sierchio earned his J.D. at Cornell University Law School in 1974, and a B.A., with Highest Distinction in Economics from Rutgers College at Rutgers University in 1971. Since 2007 Mr. Sierchio has been engaged in the practice of law as a member of Sierchio & Company, LLP, prior to which he was engaged in the practice of law as a member of Sierchio Greco & Greco, LLP from January 2003 through May 2007. Prior thereto Mr. Sierchio was a partner at Eiseman Levine Learhaupt and Kakoyannis, PC. Since 1975, Mr. Sierchio has continuously practiced corporate and securities law in New York City, representing domestic and foreign corporations, investors, brokerage firms, entrepreneurs, and public and private companies in the U.S., Canada, United Kingdom, Germany, Italy, Switzerland, Australia, and Hong Kong. Mr. Sierchio is admitted in all New York state courts and federal courts in the Eastern, Northern, and Southern Districts of t