

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **November 21, 2014**

**Vericel Corporation**

(Exact name of registrant as specified in its charter)

**Michigan**  
(State or other jurisdiction  
of incorporation)

**000-22025**  
(Commission  
File Number)

**94-3096597**  
(I.R.S. Employer  
Identification No.)

**64 Sidney St.**  
**Cambridge, Massachusetts**  
(Address of principal executive offices)

**02139**  
(Zip Code)

Registrant's telephone number, including area code: **(734) 418-4400**

**Aastrom Biosciences, Inc.**

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At its Special Meeting of Stockholders held on November 21, 2014 (the "Special Meeting"), the shareholders of Vericel Corporation (formerly known as Aastrom Biosciences, Inc.), a Michigan corporation (the "Company") voted to approve the amendment and restatement of the Company's Amended and Restated 2009 Omnibus Incentive Plan, including the reservation of an additional 3,446,967 shares for issuance thereunder (the "Second Amended and Restated 2009 Omnibus Incentive Plan"). The Second Amended and Restated 2009 Omnibus Incentive Plan previously had been approved, subject to stockholder approval, by the Company's Board of Directors. The Company's executive officers and directors are eligible to receive awards under the Second Amended and Restated 2009 Omnibus Incentive Plan, in accordance with the terms and conditions thereof.

For a description of the terms and conditions of the Second Amended and Restated 2009 Omnibus Incentive Plan, see "Proposal 2 — Proposal to Approve the Amendment and Restatement of the Aastrom Amended and Restated 2009 Omnibus Incentive Plan, Including the Reservation of an Additional 3,446,967 Shares for Issuance Thereunder" in the Company's definitive proxy statement filed with the Securities and Exchange Commission (the "SEC") on October 21, 2014 (the "Proxy Statement"), which description is incorporated herein by reference. That detailed summary of the Second Amended and Restated 2009 Omnibus Incentive Plan and the foregoing description of the Second Amended and Restated 2009 Omnibus Incentive Plan are qualified in their entirety by reference to the full text of the Second Amended and Restated 2009 Omnibus Incentive Plan, which is filed as Exhibit 10.1 hereto (incorporated by reference to Appendix II to the Proxy Statement) and incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the Special Meeting, the Company's stockholders voted to approve an amendment to the Company's Restated Articles of Incorporation, as amended (the "Articles"), to change the Company's corporate name from Aastrom Biosciences, Inc. to Vericel Corporation. Accordingly, on November 21, 2014, the Company filed a Certificate of Amendment to the Articles with the Michigan Department of Licensing and Regulatory Affairs. A copy of the Certificate of Amendment is filed as Exhibit 3.1 hereto and is incorporated by reference herein.

In connection with the Company changing its name to Vericel Corporation, the Company also requested and received from NASDAQ an updated stock trading ticker symbol, "VCEL", which was assigned and will be deemed effective as of November 25, 2014. In addition, due to the name change of the Company, the Company requested and received from CUSIP Global Services a new CUSIP number, "92346J108".

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Special Meeting, the shareholders of the Company voted on the following matters, which are described in detail in the Company's Proxy Statement: (i) to approve the amendment to the Articles to amend the Company's corporate name from Aastrom Biosciences, Inc. to Vericel Corporation ("Proposal 1"); and (ii) to approve the amendment and restatement of the Company's Amended and Restated 2009 Omnibus Incentive Plan, including the reservation of an additional 3,446,967 shares for issuance thereunder ("Proposal 2").

The Company's stockholders approved Proposal 1. The Company's stockholders voted for Proposal 1 as follows: 18,567,993 shares were voted for, 494,623 shares voted against, and 396,577 shares abstained from voting.

The Company's stockholders approved Proposal 2. The Company's stockholders voted for Proposal 2 as follows: 10,570,953 shares were voted for, 607,858 shares voted against, 262,422 shares abstained from voting, and there were 8,017,960 broker non-votes.

**Item 8.01. Other Events.**

On November 24, 2014, the Company issued a press release announcing the change in its corporate name and ticker symbol, as well as the simultaneous move of its corporate headquarters to 64 Sidney St., Cambridge, Massachusetts, 02139.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

- 3.1 Certificate of Amendment to the Restated Articles of Incorporation of the Company, dated November 21, 2014.
- 10.1 Second Amended and Restated 2009 Omnibus Incentive Plan (previously filed as Appendix II to the Company's definitive proxy statement on Schedule 14A, filed on October 21, 2014 and incorporated herein by reference).
- 99.1 Press Release, dated November 24, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 24, 2014

**Vericel Corporation**

By: /s/ Dominick C. Colangelo

Name: Dominick C. Colangelo

Title: Chief Executive Officer and President

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Amendment to the Restated Articles of Incorporation of the Company, dated November 21, 2014.
10.1	Second Amended and Restated 2009 Omnibus Incentive Plan (previously filed as Appendix II to the Company's definitive proxy statement on Schedule 14A, filed on October 21, 2014 and incorporated herein by reference).
99.1	Press Release, dated November 24, 2014.

**CERTIFICATE OF AMENDMENT TO THE  
RESTATED ARTICLES OF INCORPORATION  
OF  
AASTROM BIOSCIENCES, INC.**

*Pursuant to the provisions of Act 284, Public Acts of 1972 (the "Act"), the undersigned corporation executes the following Certificate:*

1. The present name of the corporation is:  

Aastrom Biosciences, Inc.
2. The identification number assigned by the Bureau is:  

529-456
3. All former names of the corporation are:  

Ann Arbor Stromal, Inc.
4. The date of filing of the original Articles of Incorporation was:  

March 24, 1989
5. Article I of the Restated Articles of Incorporation is hereby amended to read as follows:  

"The present name of the corporation is: Vericel Corporation"
6. The foregoing amendment to the Restated Articles of Incorporation proposed by the board was duly adopted on the 21<sup>st</sup> day of November, 2014, at a special meeting of the corporation's shareholders in accordance with Section 611(3) of the Act, where the necessary votes were cast in favor of the amendment.

Signed this 21<sup>st</sup> day of November, 2014.

By: /s/ Dominick C. Colangelo  
Name: Dominick C. Colangelo  
Its: *Chief Executive Officer and President*

Name of person remitting fees:  
Dykema Gossett PLLC  
Preparer's name and business telephone number:  
Jordan K. Schwartz  
313-568-5463

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**Vericel Corporation**  
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 Cambridge, MA 02139  
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 www.vcel.com

## **Aastrom Biosciences Changes Name to Vericel Corporation**

### **Headquarters moved to Cambridge, Mass.; New ticker symbol: VCEL**

CAMBRIDGE, Mass., November 24, 2014 (GLOBE NEWSWIRE) — Aastrom Biosciences, Inc. (NASDAQ: ASTM), a leading developer of patient-specific expanded cellular therapies for the treatment of severe diseases and conditions, today announced the change of its corporate name to Vericel Corporation (“Vericel”), effective immediately. The name change has been approved by the company’s shareholders. In conjunction with this change, the company has moved its headquarters to Cambridge, Massachusetts, site of its commercial manufacturing facility. Vericel also will maintain operations and several key corporate functions in Ann Arbor, Michigan.

“Our new corporate name best reflects the nature of our business moving forward as a commercial-stage specialty biologics company with a robust portfolio of marketed and late-stage cell therapy products,” said Nick Colangelo, president and chief executive officer of Vericel. “Moving our headquarters to Cambridge also is an important step because it puts us in one of the most vibrant centers for biotechnology and regenerative medicine in the world and allows us to access world-class talent and technologies as we continue to grow our company.”

The company’s common stock will begin trading tomorrow, November 25, 2014, at market open on the NASDAQ Capital Market under its new stock ticker symbol “VCEL”. The new CUSIP number for the company’s common stock is 92346J108 following the name and ticker change.

### **About Vericel Corporation**

Vericel Corporation (formerly Aastrom Biosciences, Inc.) is a leader in developing patient-specific expanded cellular therapies for use in the treatment of patients with severe diseases and conditions. The company markets two autologous cell therapy products in the United States: Carticel® (autologous cultured chondrocytes), an autologous chondrocyte implant product for the treatment of cartilage defects in the knee, and Epicel® (cultured epidermal autografts), an autologous permanent skin replacement for the treatment of severe burns. Vericel is also developing MACI™, a third-generation autologous chondrocyte implant for the treatment of cartilage defects in the knee, and ixmyelocel-T, a patient-specific multicellular therapy for the treatment of advanced heart failure due to ischemic dilated cardiomyopathy. For more information, please visit the company’s new website at [www.vcel.com](http://www.vcel.com).

The Vericel Corporation logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=29189>.

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*This document contains forward-looking statements, including, without limitation, statements concerning anticipated progress, objectives and expectations regarding the change of corporate name and headquarters relocation and integration of the acquired business, all of which involve certain risks and uncertainties. These statements are often, but are not always, made through the use of words or phrases such as “anticipates,” “intends,” “estimates,” “plans,” “expects,” “we believe,” “we intend,” and similar words or phrases, or future or conditional verbs such as “will,” “would,” “should,” “potential,” “could,” “may,” or similar expressions. Actual results may differ significantly from the expectations contained in the forward-looking statements. Among the factors that may result in differences are the inherent uncertainties associated with competitive developments, integration of the acquired business, clinical trial and product development activities, regulatory approval requirements, the availability and allocation of resources among different potential uses, estimating the commercial potential of our products and product candidates and growth in revenues, market demand for our products, and our ability to supply or meet customer demand for our products. These and other significant factors are discussed in greater detail in Vericel’s Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission (“SEC”) on March 13, 2014, Quarterly Reports on Form 10-Q and other filings with the SEC. These forward-looking statements reflect management’s current views and Vericel does not undertake to update any of these forward-looking statements to reflect a change in its views or events or circumstances that occur after the date of this release except as required by law.*

### **CONTACT:**

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