

Neuralstem, Inc.  
Form FWP  
August 08, 2012

**Free Writing Prospectus**

**Filed pursuant to Rule 433**

**Registration Statement No. 333-169847**

**Registration Statement Dated October 14, 2010**

**Prospectus Supplement Dated August 3, 2012**

**Neuralstem, Inc.**

**Free Writing Prospectus Published or Distributed by Media**

The article attached as Exhibit A originally appeared in the Detroit Free Press on August 5, 2012 (Part I) and August 6, 2012 (Part II).

The article was not prepared by or reviewed by Neuralstem, Inc. (the "Company") prior to publication. The publisher of the article is not affiliated with the Company. The Company made no payment and gave no consideration to any publisher in connection with the publication of the article or any other articles published by the publisher concerning the Company.

Statements in the article attached that are not attributed directly to Mr. Garr or Dr. Johe or based on, or derived from, the Company's public filings with the United States Securities and Exchange Commission ("SEC") represent the author's or others' opinions, and are not endorsed or adopted by the Company.

You should consider statements in this article only after carefully evaluating all of the information in the Company's Registration Statement No. 333-169847, as filed with the SEC on October 8, 2010, and as supplemented from time to time. In particular, you should carefully read the risk factors described in the prospectus and the prospectus supplements ("Disclosure Reports"), all of which are available on the SEC website at [www.sec.gov](http://www.sec.gov).

## Forward-Looking Statements

The article as well as the Company's Disclosure Reports, and the documents incorporated by reference therein, contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements are those that predict or describe future events or trends and that do not relate solely to historical matters. You can generally identify forward-looking statements as statements containing the words "believe," "expect," "may," "will," "could," "would," "anticipate," "intend," "estimate," "project," "plan," "continue," "project," "expect," "believe," "intend," "estimate," "project," "plan," "continue," and similar expressions, although not all forward-looking statements contain these identifying words. All statements contained in this prospectus supplement regarding our future strategy, plans and expectations regarding clinical trials, future regulatory approvals, our plans for the commercialization of our products, future operations, projected financial position, potential future revenues, projected costs, future prospects, and results that might be obtained by pursuing management's current plans and objectives are forward-looking statements. Forward-looking statements include, but are not necessarily limited to, those relating to: the success of our clinical trials, research and development activities, the development of a viable commercial product, and the speed with which regulatory authorizations and product launches may be achieved; whether or not a market for our product develops, and, if a market develops, the rate at which it develops; our ability to successfully sell or license our products if a market develops; our ability to attract and retain qualified personnel to implement our business plan and corporate growth strategies; our ability to develop sales, marketing, and distribution capabilities; our ability to obtain reimbursement from third party payors for our proposed products if they are developed; the accuracy of our estimates and projections; our ability to secure additional financing to fund our short-term and long-term financial needs; changes in our business plan and corporate strategies; and other risks and uncertainties discussed in greater detail in the sections of our Disclosure Reports captioned "Risk Factors." You should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and speak only as of the date on the cover of this prospectus. New risks and uncertainties arise from time to time, and it is impossible for us to predict these matters or how they may affect us. Over time, our actual results, performance or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such differences might be significant and materially adverse to our investors. We have no duty to, and do not intend to, update or revise the forward-looking statements in this prospectus after the date of this prospectus except to the extent required by the federal securities laws. You should consider all risks and uncertainties disclosed in our filings with the Securities and Exchange Commission, or the SEC, described in the sections entitled "Where You Can Find More Information" and "Incorporation of Documents by Reference" all of which are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov).

**The issuer has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus, preliminary prospectus and, when available, the prospectus supplement in that registration statement and other documents the issuer has filed or files prior to the completion of the offering with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov).**

**EXHIBIT A**





























