



**(301) 366-4960**

**(Issuer Telephone number)**

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 (see General Instruction A.2. below):

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))

**Item 4.01. Changes in Registrant's Certifying Accountant.**

Neuralstem, Inc.'s (the "Company") independent registered public accounting firm, Stegman & Company ("Stegman"), announced that effective June 1, 2016 substantially all directors and employees of Stegman have joined Dixon Hughes Goodman LLP ("DHG"). As a result, effective June 1, 2016 Stegman resigned as the Company's independent registered public accounting firm. The Audit Committee of the Company's Board of Directors approved retaining DHG on June 5, 2016, to serve as the Company's independent registered public accounting firm.

The reports of Stegman on the audits of the consolidated financial statements of the Company as of and for the years ended December 31, 2015, 2014 and 2013 and audit of internal control over financial reporting as of December 31, 2015 (the "Reports"), did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to audit scope or accounting principles. The Report for the year ended December 31, 2015 expressed that there was substantial doubt about the Company's ability to continue as a going concern.

During the Company's fiscal years ended December 31, 2015, 2014 and 2013, and the subsequent interim period through the date of this Current Report on Form 8-K, there were (i) no disagreements (as such term is used in Item 304(a)(1)(iv) of Regulation S-K) between the Company and Stegman on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreement(s), if not resolved to the satisfaction of Stegman, would have caused Stegman to make reference to the subject matter of the disagreement(s) in connection with its report on the Company's financial statements and (ii) no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

During the Company's fiscal years ended December 31, 2015, 2014 and 2013, and the subsequent interim period through the date of this Current Report on Form 8-K, the Company did not consult with DHG regarding any of the matters set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

The Company has provided Stegman a copy of the disclosures in this Form 8-K and has requested that Stegman furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not Stegman agrees with the Company's statements in this Item 4.01. A copy of the letter dated June 5, 2016 furnished by Stegman in response to that request is filed as Exhibit 16.01 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit Description**

| No.   |  |
|-------|--|
| 16.01 | Letter from Stegman & Company to Securities and Exchange Commission regarding statements included in this Form 8-K |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 6, 2016 Neuralstem, Inc.

/s/ Richard Daly  
By: Richard Daly  
Chief Executive Officer

**INDEX OF EXHIBITS**

**Exhibit**

**Description**

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|------------|--|
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