

Amarantus Bioscience Holdings, Inc.  
Form PRER14A  
March 14, 2016

## **SCHEDULE 14A INFORMATION**

### **Proxy Statement Pursuant to Section 14(a) of the Securities**

### **Exchange Act of 1934**

### **(Amendment No. 2)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for the use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Amarantus BioScience Holdings, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3)

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11 (a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**2016**

**NOTICE OF SPECIAL MEETING**

**AND**

**PROXY STATEMENT**

**March 29, 2016**

**at 10:30 a.m Eastern Time**

at

Sichenzia Ross Friedman Ference LLP

61 Broadway, 32<sup>nd</sup> Floor

New York, NY 10006



## **NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

### **TO BE HELD ON MARCH 29, 2016**

The Special Meeting of Stockholders (the “Special Meeting”) of Amarantus BioScience Holdings, Inc. (“Amarantus” or the “Company”) will be held at the offices of Sichenzia Ross Friedman Ference LLP at 61 Broadway, 32<sup>nd</sup> Floor, New York, NY 10006, on Tuesday, March 29, 2016, at 10:30 a.m Eastern Time, to consider the following proposals:

1. To approve an amendment to the Company’s Articles of Incorporation to increase the Company’s authorized shares of common stock from 150,000,000 to 500,000,000;
2. To act on such other matters as may properly come before the meeting or any adjournment thereof.

**BECAUSE OF THE SIGNIFICANCE OF THESE PROPOSALS TO THE COMPANY AND ITS STOCKHOLDERS, IT IS VITAL THAT EVERY STOCKHOLDER VOTES AT THE SPECIAL MEETING IN PERSON OR BY PROXY.**

These proposals are fully set forth in the accompanying Proxy Statement, which you are urged to read thoroughly. For the reasons set forth in the Proxy Statement, the Board of Directors recommends a vote “FOR” the Proposals. The Company intends to mail this Proxy Statement and proxy card enclosed with this notice on or about March [ \* ], 2016 to all stockholders entitled to vote at the Special Meeting. Only stockholders of record at the close of business on February 29, 2016 will be entitled to attend and vote at the meeting. A list of all stockholders entitled to vote at the Special Meeting will be available at the principal office of the Company during usual business hours, for examination by any stockholder for any purpose germane to the Special Meeting for 10 days prior to the date thereof. Stockholders are cordially invited to attend the Special Meeting. However, whether or not you plan to attend the meeting in person, your shares should be represented and voted. After reading the enclosed Proxy Statement, please sign, date, and return promptly the enclosed Proxy in the accompanying postpaid envelope we have provided for your convenience to ensure that your shares will be represented. Alternatively, you may wish to provide your response by telephone or electronically through the Internet by following the instructions set out on the enclosed proxy card. If you do attend the meeting and wish to vote your shares personally, you may revoke your

**Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to be held on March 29, 2016. The Proxy Statement is available at:**

<http://amarantusbioscienceholdingsinc.investorroom.com/>.

By Order of  
the Board of  
Directors

/s/ Gerald E.  
Commissiong  
Gerald E.  
Commissiong  
*President,*  
*CEO and*  
*Director*

WHETHER OR NOT YOU PLAN ON ATTENDING THE MEETING IN PERSON, PLEASE VOTE AS PROMPTLY AS POSSIBLE TO ENSURE THAT YOUR VOTE IS COUNTED.

**AMARANTUS BIOSCIENCE HOLDINGS, INC.**

**655 Montgomery Street, Suite 900**

**San Francisco, CA 94111**

**PROXY STATEMENT**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Amaranthus BioScience Holdings, Inc. (“Amarantus”, the “Company”, “we”, “us” or “our”) to be voted at the Special Meeting of Stockholders (“Special Meeting”) which will be held at the offices of Sichenzia Ross Friedman Ference LLP at 61 Broadway, 32<sup>nd</sup> Floor, New York, NY 10006, on Tuesday, March 29, 2016, at 10:30 a.m. Eastern Time, and at any postponements or adjournments thereof. The proxy materials will be furnished to stockholders on or about March [ \* ], 2016.

**REVOCABILITY OF PROXY AND SOLICITATION**

Any stockholder executing a proxy that is solicited hereby has the power to revoke it prior to the voting of the proxy. Revocation may be made by attending the Special Meeting and voting the shares of stock in person, or by delivering to the Secretary of the Company at the principal office of the Company prior to the Special Meeting a written notice of revocation or a later-dated, properly executed proxy. The proxies being solicited hereby are being solicited by the Company. The Company will bear the entire cost of solicitation of proxies, including preparation, assembly, printing and mailing of this Proxy Statement, the Proxy Card and establishment of the Internet site hosting the proxy material. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding in their names shares of common stock beneficially owned by others to forward to such beneficial owners. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation material to the beneficial owners of stock. Officers and regular employees of the Company may, but without compensation other than their regular compensation, solicit proxies by further mailing or personal conversations, or by telephone, telex, facsimile or electronic means.

**RECORD DATE**

Stockholders of record at the close of business on February 29, 2016, will be entitled to receive notice of, attend and vote at the meeting.

## INFORMATION ABOUT THE SPECIAL MEETING AND VOTING

### *Why am I receiving these materials?*

The Company has delivered printed versions of these materials to you by mail, in connection with the Company's solicitation of proxies for use at the Special Meeting. These materials describe the proposals on which the Company would like you to vote and also give you information on these proposals so that you can make an informed decision.

### *What is included in these materials?*

These materials include:

this Proxy Statement for the Special Meeting; and

the proxy card or vote instruction form for the Special Meeting

### *What is the proxy card?*

The proxy card enables you to appoint Gerald E. Commissiong, our President and Chief Executive Officer, and Robert Farrell, our Chief Financial Officer, as your representatives at the Special Meeting. By completing and returning a proxy card, you are authorizing these individuals to vote your shares at the Special Meeting in accordance with your instructions on the proxy card. This way, your shares will be voted whether or not you attend the Special Meeting.

### *What is the purpose of the Special Meeting?*

At our Special Meeting, stockholders will act upon the matters outlined in the Notice of Special Meeting on the cover page of this Proxy Statement, including approval of an amendment to the Company's Articles of Incorporation to increase the Company's authorized shares of common stock from 150,000,000 to 500,000,000.

### *What constitutes a quorum?*



The presence at the meeting, in person or by proxy, of the majority of the total possible votes held by the holders of the common stock, Series C Convertible Preferred Stock, and Series E Convertible Preferred Stock issued and outstanding on the record date will constitute a quorum permitting the meeting to conduct its business. Holders of our Series H Preferred Stock do not have the right to vote on the matters outlined in the Notice of Special Meeting.

As of February 29, 2016, there are 31,630,661 shares of our common stock, 750,000 shares of Series C Convertible Preferred Stock, and 9,013.89 shares of Series E Convertible Preferred Stock issued and outstanding. Series C Convertible Preferred Stock entitles its holders to 1,500,000 votes in the aggregate, Series E Preferred Stock entitles its holders to 20,893,976 votes in the aggregate and one share of common stock entitles its holder to one vote per each common stock held. The number of votes in the aggregate of the Series E Preferred Stock is calculated based upon beneficial ownership limitations contained in the Certificate of Designation of the Series E Preferred Stock; assumes a conversion price calculated as if the Series E Preferred Stock were converted as of the Record Date and assumes the holders of Series E Preferred Stock as of the record date, do not hold any other securities of the Company. Thus, we anticipate that the presence of the holders of common stock, Series C Convertible Preferred Stock and Series E Convertible Preferred Stock representing at least 27,012,320 total votes will be required to establish a quorum.

***What is the difference between a stockholder of record and a beneficial owner of shares held in street name?***

Most of our stockholders hold their shares in an account at a brokerage firm, bank or other nominee holder, rather than holding share certificates in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially in street name.

***Stockholder of Record***

If on February 29, 2016, your shares were registered directly in your name with our transfer agent, VStock Transfer, you are considered a stockholder of record with respect to those shares, and the Notice of Special Meeting and Proxy Statement was sent directly to you by the Company. As the stockholder of record, you have the right to direct the voting of your shares by returning the proxy card to us. Whether or not you plan to attend the Special Meeting, if you do not vote over the Internet or telephonically, please complete, date, sign and return a proxy card to ensure that your vote is counted.

***Beneficial Owner of Shares Held in Street Name***

If on February 29, 2016, your shares were held in an account at a brokerage firm, bank, broker-dealer, or other nominee holder, then you are considered the beneficial owner of shares held in "street name," and the Notice of Special Meeting and Proxy Statement was forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Special Meeting. As the beneficial owner, you have the right to direct that organization on how to vote the shares held in your account. However, since you are not the stockholder of record, you may not vote these shares in person at the Special Meeting unless you receive a valid proxy from the organization.

***How do I vote?***

*Stockholders of Record.* If you are a stockholder of record, you may vote by any of the following methods:

Via the Internet. You may vote by proxy via the Internet by following the instructions provided on the enclosed Proxy Card.

By Telephone. You may vote by calling the toll free number found on the proxy card.

By Mail. You may vote by completing, signing, dating and returning your proxy card in the pre-addressed, postage-paid envelope provided.

In Person. You may attend and vote at the Special Meeting. The Company will give you a ballot when you arrive.

*Beneficial Owners of Shares Held in Street Name.* If you are a beneficial owner of shares held in street name, you may vote by any of the following methods:

Via the Internet. You may vote by proxy via the Internet by following the instructions provided on the enclosed proxy card.

By Telephone. You may vote by proxy by calling the toll free number found on the vote instruction form.

By Mail. You may vote by proxy by filling out the vote instruction form and returning it in the pre-addressed, postage-paid envelope provided.

In Person. If you are a beneficial owner of shares held in street name and you wish to vote in person at the Special Meeting, you must obtain a legal proxy from the organization that holds your shares.

***Abstentions and broker non-votes***

While the inspectors of election will treat shares represented by Proxies that reflect abstentions or include “broker non-votes” as shares that are present and entitled to vote for purposes of determining the presence of a quorum, abstentions or “broker non-votes” do not constitute a vote “for” or “against” any matter and thus will be disregarded in any calculation of “votes cast.” However, abstentions and “broker non-votes” will have the effect of a negative vote if an item requires the approval of a majority of a quorum or of a specified proportion of all issued and outstanding shares.

Brokers holding shares of record for customers generally are not entitled to vote on “non-routine” matters, unless they receive voting instructions from their customers. As used herein, “uninstructed shares” means shares held by a broker who has not received voting instructions from its customers on a proposal. A “broker non-vote” occurs when a nominee holding uninstructed shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that non-routine matter. In connection with the treatment of abstentions and broker non-votes, the approval of the amendment to the Company’s Articles of Incorporation to increase the Company’s authorized shares of common stock from 150,000,000 to 500,000,000, is considered “routine” matters. Accordingly, brokers are entitled to vote uninstructed shares with respect to this proposal.

***What happens if I do not give specific voting instructions?***

*Shareholders of Record.* If you are a stockholder of record and you:

indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board of Directors, or

sign and return a proxy card without giving specific voting instructions

then the proxy holders will vote your shares in the manner recommended by the Board of Directors on all matters presented in this proxy statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Special Meeting.

*Beneficial Owners of Shares Held in Street Name.* If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on routine matters, such as the approval of the amendment to the Company’s Articles of Incorporation to increase the Company’s authorized shares of common stock from 150,000,000 to 500,000,000.

***What are the Board’s recommendations?***

The Board’s recommendation is set forth together with the description of each item in this Proxy Statement. In summary, the Board recommends a vote for approval of an amendment to the Company’s Articles of Incorporation to increase the Company’s authorized shares of common stock from 150,000,000 to 500,000,000.

With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by the Board of Directors or, if no recommendation is given, in their own discretion.

***Dissenters' Right of Appraisal***

Holders of shares of our common stock, Series C Convertible Preferred Stock, Series E Convertible Preferred Stock and Series H Convertible Preferred Stock do not have appraisal rights under Nevada law or under the governing documents of the Company in connection with this solicitation.

***How are Proxy materials delivered to households?***

Only one copy of this Proxy Statement will be delivered to an address where two or more stockholders reside with the same last name or who otherwise reasonably appear to be members of the same family based on the stockholders' prior express or implied consent.

We will deliver promptly upon written or oral request a separate copy of this Proxy Statement upon such request. If you share an address with at least one other stockholder, currently receive one copy of our Proxy Statement at your residence, and would like to receive a separate copy of our Proxy Statement for future stockholder meetings of the Company, please specify such request in writing and send such written request to Amarantus BioScience Holdings, Inc., 655 Montgomery Street, Suite 900, San Francisco, CA 94111; Attention: Corporate Secretary.

***Interest of Officers and Directors in Matters to Be Acted Upon***

None of our officers or directors has any interest in any of the matters to be acted upon at the Special Meeting.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth the number of shares known to be beneficially owned by all persons who own at least 5% of the Company's outstanding common stock, the Company's directors and officers, and the directors and officers as a group as of February 29, 2016. Unless otherwise indicated, the stockholders listed in the table have sole voting and investment power with respect to the shares indicated. As used in this table, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of, a security). In addition, for purposes of this table, a person is deemed, as of any date, to have "beneficial ownership" of any security that such person has the right to acquire within 60 days after such date. Except as otherwise notice, the address of each officer and director listed is c/o of the Company at 655 Montgomery Street, Suite 900, San Francisco, CA 94111.

Title of class	Name and address of beneficial owner	Amount of beneficial		Percent of	
		ownership		class(1)	
Current Executive Officers & Directors:					
Common Stock	Gerald E. Commissiong	442,374	(2)	1.38	%
Common Stock	Dr. John W. Commissiong	382,056	(3)	1.20	%
Common Stock	Robert Farrell	49,439	(4)	0.16	%
Common Stock	Marc Faerber	177,745	(5)	0.56	%
Common Stock	Robert L. Harris	196,351	(6)	0.62	%
Common Stock	Donald D. Huffman	15,747	(7)	0.05	%
Common Stock	Dr. Joseph Rubinfeld	50,625	(8)	0.16	%
Total of All Officers and Directors:		1,314,336		4.04	%
Common Stock	Dominion Capital, LLC	3,510,613	(9)	9.99	%

(1) Based on 31,630,661 shares of our common stock outstanding as of February 29, 2016.

(2) Includes: (i) 1,796 shares of common stock underlying an option to purchase shares at a price of \$3.56 per share which are exercisable within the next 60 days; (ii) 323,750 shares of common stock which are issuable upon conversion of 971,250 shares of Series B Convertible Preferred stock; (iii) 2,333 shares of common stock which are issuable upon conversion of 350,000 shares of Series C Convertible Preferred stock; and (iv) 926 shares of common stock which are issuable upon exercise of outstanding warrants.

(3) Includes: (i) 12,058 shares underlying an option to purchase 877 and 13,125 shares at a price of \$3.56 and \$13.38 which are exercisable within the next 60 days; (ii) 232,500 shares of common stock which are issuable upon conversion of 697,500 shares of Series B Convertible Preferred stock; (iii) 1,333 shares of common stock which are

issuable upon conversion of 200,000 shares of Series C Convertible Preferred Stock; and (iv) 926 shares of common stock which are issuable upon exercise of outstanding warrants.

(4) Includes: 47,217 shares underlying an option to purchase shares at a price of \$11.625 which are exercisable within the next 60 days.

(5) Includes: (i) 6,667 shares underlying an option to purchase shares at a price of \$18.525 which are exercisable within the next 60 days; (ii) 162,500 shares of common stock which are issuable upon conversion of 487,500 shares of Series B Convertible Preferred stock; and (iii) 1,333 shares of common stock issuable upon conversion of 200,000 shares of Series C Convertible Preferred stock.

(6) Includes: (i) 4,000 shares underlying an option to purchase shares at a price of \$13.38 which are exercisable within the next 60 days; (ii) 43,750 shares of common stock which are issuable upon conversion of 131,250 shares of Series B Convertible Preferred stock; (iii) 926 shares of common stock which are issuable upon exercise of outstanding warrants; and (iv) 9,063 shares which are owned by Mr. Harris' spouse.

(7) Includes: 15,747 shares of common stock underlying options to purchase 1,725 and 14,022 shares, at a price of \$21.90 and \$12.30 per share respectively, which will become exercisable on or before April 29, 2016. .

(8) Includes: (i) 22,858 shares of common stock underlying options to purchase 6,667, and 16,191 shares, at a price of \$7.50, and \$12.30 per share respectively, which will become exercisable on or before April 29, 2016; and (ii) 1,389 shares of common stock which are issuable upon exercise of outstanding warrants.

(9) Represents shares of common stock underlying shares of Series E Preferred Stock held by the shareholder. The securities held by the shareholder are subject to beneficial ownership limitation of 9.99%.

## **ACTIONS TO BE TAKEN AT THE MEETING**

### **PROPOSAL NO. 1**

#### **APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION TO INCREASE AUTHORIZED SHARES OF COMMON STOCK FROM 150,000,000 TO 500,000,000**

Our Board of Directors has approved, subject to shareholder approval, an amendment to our Articles of Incorporation (the “Common Shares Increase Amendment”) to increase the number of authorized shares of the Company’s common stock, par value \$0.001 per share from 150,000,000 to 500,000,000.

Holders of our common stock are entitled to one vote per share. Our Articles of Incorporation does not provide for cumulative voting. Holders of our common stock are entitled to receive ratably such dividends, if any, as may be declared by our board of directors out of legally available funds. However, the current policy of our Board is to retain earnings if any, for the operation and expansion of the Company. Upon liquidation, dissolution or winding-up, the holders of our common stock are entitled to share ratably in all of our assets which are legally available for distribution, after payment of or provision for all liabilities. The holders of our common stock have no preemptive, subscription, redemption or conversion rights.

If the Common Shares Increase Amendment is approved by our shareholders at the Special Meeting, we intend to file the Common Shares Increase Amendment with the Secretary of State of Nevada, substantially in the form of Appendix A hereto as soon as practicable following the Special Meeting. The increase in authorized shares of common stock under the Common Shares Increase Amendment will be effective upon filing with the Secretary of State of Nevada.

### **Outstanding Shares and Purpose of the Proposal**

Our Articles of Incorporation currently authorizes us to issue a maximum of 150,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of preferred stock, \$0.001 par value per share. Our issued and outstanding securities, as of February 29, 2016, on a fully diluted basis, are as follows:



31,630,661 shares of common stock;

750,000 shares of Series C Convertible Preferred Stock convertible into 5,000 shares of common stock;

9,013.89 shares of Series E Convertible Preferred Stock convertible into 123,520,247 shares of common stock;

7,108.159 shares of Series H Convertible Preferred Stock convertible into 97,405,399 shares of common stock;

\$3,055,556 12% Senior Secured Convertible Promissory Note convertible into 1,208,222 shares of common stock;

\$2,096,000 12% Senior Secured Convertible Promissory Note convertible into 838,400 shares of common stock;

Warrants to purchase an aggregate of 5,261,288 shares of common stock at an exercise price of \$2.00;

Warrants to purchase an aggregate of 500,000 shares of common stock at an exercise price of \$0.01;

Warrants to purchase an aggregate of 13,200,000 shares of common stock, at an exercise price of \$0.40 per share;

Warrants to purchase an aggregate of 302,892 shares of common stock, with a weighted average exercise price of \$17.92 per share;

Options to purchase 113,974 shares of common stock 2008 Stock Plan at a weighted average exercise price of \$11.00 per share;

Options to purchase 192,867 shares of common stock 2014 Stock Plan at a weighted average exercise price of \$12.00 per share; and

Options to purchase 762,500 shares of Series B Convertible Preferred Stock at a weighted average exercise price of \$1.84 per share. Shares and weighted exercise price are reflected on an as converted basis post reverse split of 150 to 1.

On February 19, 2016, pursuant to a Securities Purchase Agreement, the Company sold \$3,000,000 of its 12% Series H Preferred Stock and a warrant to purchase 13,200,000 shares of common stock to an institutional investor. Each share of Series H Preferred Stock has a stated value of \$1,000 and is convertible into shares of common stock at an initial conversion price of the lower of (i) \$0.40, subject to adjustment and (ii) 75%, subject to adjustment, of the lowest volume weighted average price, or VWAP, during the fifteen (15) trading days immediately prior to the date a conversion notice is sent to the Company by a holder, at any time at the option of the holder. The Warrant is exercisable at any time on or prior to the close of business on the five-year anniversary of its issuance at an exercise price of \$0.40 per share. The Series H Preferred Stock and Warrant were issued pursuant to a prospectus supplement dated February 24, 2016 filed with the Securities and Exchange Commission on February 22, 2016, in connection with a takedown from the Registration Statement on Form S-3 (File No. 333-203845), which was declared effective by the SEC on May 22, 2015.

Pursuant to the terms of the Securities Purchase Agreement, the investor agreed to purchase up to an additional \$5,000,000 shares of the Company's 12% Series H Preferred Stock, provided certain conditions are met, including the approval and adoption of an increase in the Company's authorized common stock to 500,000,000. The Company anticipates that the net proceeds from the sale of the \$5,000,000 shares of its 12% Series H Preferred Stock would be approximately \$4,500,000 and would be utilized for research and development activities, general corporate purposes and working capital. While the Company does not need to obtain the approval of its shareholders to sell the additional shares of Series H Preferred Stock, the increase in the authorized common stock which the Company seeks approval for in this proxy statement, will allow the Company to have sufficient shares available to reserve for issuance upon conversion of the Series H Preferred Stock and exercise of the Warrant which the investor has conditionally agreed to purchase. The Company believes that the receipt of the capital from the sale of the additional shares of the Company's Series H Preferred Stock and Warrants will provide much needed funds to advance and commercialize the Company's products. The issuance of additional shares of Series H Preferred Stock will not, in itself, have any effect on the rights of any holder of our common stock or holders of other outstanding securities of the Company, except that sale of additional shares of the Company's securities will result in dilution to our stockholders.

The Board believes that the increase in authorized shares of common stock will not only allow the Company to consummate the sale of the additional \$5,000,000 shares of the Company's Series H Preferred Stock, but will provide the Company greater flexibility with respect to the Company's capital structure for purposes including additional equity financings and stock-based acquisitions.

### **Effects of the Increase in Authorized Common Stock**

The additional shares of common stock will have the same rights as the presently authorized shares, including the right to cast one vote per share of common stock. Although the authorization of additional shares will not, in itself, have any effect on the rights of any holder of our common stock, the future issuance of additional shares of common stock (other than by way of a stock split or dividend) would have the effect of diluting the voting rights and could have the effect of diluting earnings per share and book value per share of existing shareholders.

At present, other than in connection with the sale of the \$5,000,000 shares of the Company's Series H Preferred Stock and possible conversion or exercise of securities convertible or exercisable into common stock, as set forth above (each at the option of their respective holders), the Board of Directors has no other plans to issue the additional shares of common stock to be authorized by the Common Shares Increase Amendment. However, it is possible that some of these additional shares could be used in the future for various other purposes without further shareholder approval, except as such approval may be required in particular cases by our charter documents, applicable law or the rules of any stock exchange or other market on which our securities may then be listed. These purposes may include: raising capital, providing equity incentives to employees, officers or directors, establishing strategic relationships with other companies, and expanding the Company's business or product lines through the acquisition of other businesses or products.

We could also use the additional shares of common stock that will become available pursuant to the Common Shares Increase Amendment to oppose a hostile takeover attempt or to delay or prevent changes in control or management of the Company. Although the proposal to increase the authorized common stock has not been prompted by the threat of any hostile takeover attempt (nor is the Board currently aware of any such attempts directed at the Company), nevertheless, shareholders should be aware that the Common Shares Increase Amendment could facilitate future efforts by us to deter or prevent changes in control of the Company, including transactions in which shareholders of the Company might otherwise receive a premium for their shares over then current market prices. However, the Board of Directors has a fiduciary duty to act in the best interests of the Company's shareholders at all times.

### ***Required Vote***

Approval of the Common Shares Increase Amendment requires the receipt of the affirmative vote of a majority of the total possible votes represented by the Company's common stock, Series C Convertible Preferred Stock, and Series E Convertible Preferred Stock issued and outstanding as of the record date.

### **RECOMMENDATION OF THE BOARD FOR PROPOSAL NO. 1:**

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE TO APPROVE THE AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF THE COMPANY'S COMMON STOCK FROM 150,000,000 TO 500,000,000.**

### **OTHER MATTERS**

The Board of Directors knows of no other business which will be presented at the Special Meeting. If any other matters properly come before the meeting, the persons named in the enclosed Proxy, or their substitutes, will vote the shares represented thereby in accordance with their judgment on such matters.

### **ADDITIONAL INFORMATION**

## **Annual Reports on Form 10-K**

Copies of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 may be obtained without charge by writing to the Corporate Secretary, Amaranthus BioScience Holdings, Inc., 655 Montgomery Street, Suite 900, San Francisco, CA 94111. Our Annual Report on Form 10-K can also be found on our website: [www.amaranthus.com](http://www.amaranthus.com).

## **Proxy Solicitation Costs**

The proxies being solicited hereby are being solicited by the Company. The Company will bear the entire cost of solicitation of proxies, including preparation, assembly, printing and mailing of this Proxy Statement, the Proxy Card and establishment of the Internet site hosting the proxy material. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding in their names shares of common stock beneficially owned by others to forward to such beneficial owners. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation material to the beneficial owners of stock. Officers and regular employees of the Company may, but without compensation other than their regular compensation, solicit proxies by further mailing or personal conversations, or by telephone, telex, facsimile or electronic means.

By Order of the Board of Directors,

/s/ Gerald E. Commissiong  
Gerald E. Commissiong  
*President, Chief Executive Officer and Director*

## Appendix A

Form of Common Shares Increase Amendment

Certificate of Amendment to Articles of Incorporation

For Nevada Profit Corporations

1. Name of corporation:

Amarantus BioScience Holdings Inc.

2. The articles have been amended as follows (provide article numbers, if available):

The first paragraph of Article IV is hereby amended in its entirety to read as follows:

The total number of shares of capital stock that the Corporation shall have the authority to issue is Five Hundred and Ten Million (500,000,000) shares consisting of Five Hundred Million (500,000,000) shares of common stock with a par value of \$0.001 per share and Ten Million (10,000,000) shares of preferred stock having a par value of \$0.001 per share.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: More than 50%

4. Effective date of filing (optional):

5. Signature:

A-1

**VOTE ON INTERNET**

Go to <http://www.vstocktransfer.com/proxy> and log-on using the below control number.

**CONTROL #**

**VOTE BY FAX**

Mark, sign and date your proxy card and

fax it to 646-536-3179.

\* SPECIMEN \*  
1 MAIN STREET  
ANYWHERE PA  
99999-9999

**VOTE BY EMAIL**

Mark, sign and date your proxy card and email it to [vote@vstocktransfer.com](mailto:vote@vstocktransfer.com).

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the envelope we have provided.

**VOTE IN PERSON**

If you would like to vote in person, please attend the Special Meeting to be held on March 29, 2016 at 10:30 am EST.

**Please Vote, Sign, Date and Return Promptly in the Enclosed Envelope.**

**Special Meeting Proxy Card - Amarantus Bioscience Holdings, Inc.**



**DETACH PROXY CARD HERE TO VOTE BY MAIL**

- (1) **To approve an amendment to the Company's Articles of Incorporation to increase the authorized shares of common stock from 150,000,000 to 500,000,000.**

VOTE FOR VOTE AGAINST ABSTAIN

**Date Signature Signature, if held jointly**

To change the address on your account please check the box at right and indicate your new address.

\* SPECIMEN \*

AC:ACCT99990.00

AMARANTUS BIOSCIENCE HOLDINGS, INC.

Special Meeting of Stockholders

March 29, 2016

**Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders**

**To Be Held on March 29, 2016**

**AMARANTUS BIOSCIENCE HOLDINGS, INC.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned, revoking all prior proxies, hereby appoints Gerald E. Commissiong, with full power of substitution, as proxy to represent and vote all shares of Common Stock, par value \$0.001 per share and Series C Convertible Preferred Stock, par value \$0.001 per share, Series E Convertible Preferred Stock par value \$0.001 per share, of

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Amarantus BioScience Holdings, Inc. (the “Company”), which the undersigned will be entitled to vote if personally present at the Special Meeting of the Stockholders of the Company to be held on March 29, 2016, at 10:30 a.m. EST at the offices of Sichenzia Ross Friedman Ference LLP at 61 Broadway, 32<sup>nd</sup> Floor, New York, NY 10006, upon matters set forth in the Notice of Special Meeting of Stockholders and Proxy Statement, a copy of which has been received by the undersigned. Each share of Common Stock is entitled to one vote. The proxies are further authorized to vote, in their discretion, upon such other business as may properly come before the meeting.

This proxy, when properly executed, will be voted as directed. If no direction is made, the proxy shall be voted **FOR** the approval of an amendment to the Company’s Articles of Incorporation to increase the Company’s authorized shares of common stock from 150,000,000 to 500,000,000 and, in the case of other matters that legally come before the meeting, as said proxy may deem advisable.

Please check here if you plan to attend the Special Meeting of Stockholders on March 29, 2016 at 10:30 am. EST.

**(Continued and to be signed on Reverse Side)**