

Cellular Biomedicine Group, Inc.
 Form 3
 July 03, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Meng Xia</p> <p>(Last) (First) (Middle)</p> <p>C/O CELLULAR BIOMEDICINE GROUP, INC.,Â 19925 STEVENS CREEK BLVD., SUITE 100</p> <p>(Street)</p> <p>CUPERTINO,Â CAÂ 95014</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/22/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Cellular Biomedicine Group, Inc. [CBMG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Operating Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001	26,500 ⁽¹⁾	D	Â
Common Stock, par value \$0.001	27,500 ⁽²⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Non-Qualified Stock Option (right to buy) (2014 Plan)	Â (3)	06/22/2027	Common Stock	26,500	\$ 8.3	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meng Xia C/O CELLULAR BIOMEDICINE GROUP, INC. 19925 STEVENS CREEK BLVD., SUITE 100 CUPERTINO, CA 95014	Â	Â	Â Chief Operating Officer	Â

Signatures

/s/ Xia Meng 07/03/2017

**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Reporting Person was granted 26,500 time sensitive restricted stock units ("RSUs") (Grant No. LTIP RSU G8) under the Cellular Biomedicine Group, Inc. 2014 Stock Incentive Plan (the "2014 Plan"), which RSUs vest over a period of four years according to the following schedule: 1/48th per month, with the first installment vested on June 27, 2017.

The Reporting Person was granted 27,000 stock price sensitive RSUs (Grant No. LTIP RSU G16) under the 2014 Plan, which vest based on the 20-day Volume Weighted Average Price (VWAP) of the Company's common stock. In accordance with the terms of the award, 50% of the stock price sensitive RSUs will vest when the 20-day VWAP reaches \$30 and the remaining stock price sensitive RSUs will vest in linear 1% increments upon each 20% increase of the 20-day VWAP above \$30. The delivery of the vested stock price sensitive RSUs is conditioned upon the Reporting Person's continuous employment with the Company until June 22, 2021.

This option (Grant No. LTIP NQSQ G8) was granted under the 2014 Plan and vests over a period of four years according to the following schedule: 1/48th per month, with the first installment vested on June 27, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.