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**U.S. SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) March 1, 2017

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Commission File No. **001-33718**

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**U.S. STEM CELL, INC.**

(Name of small business issuer as specified in its charter)

**Florida**  
State of Incorporation

**65-0945967**  
IRS Employer Identification No

**13794 NW 4<sup>th</sup> Street, Suite 212, Sunrise, Florida 33325**  
(Address of principal executive offices)

**(954) 835-1500**  
(Issuer's telephone number)

Check the appropriate box below if the Form 8-K 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))
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In this Current Report on Form 8-K, “Company,” “our company,” “us,” and “our” refer to U.S. Stem Cell, Inc., unless the context requires otherwise.

**Item 1.01 Entry into a Material Definitive Agreement.**

On August 30<sup>th</sup>, 2016 Northstar Biotech Group, LLC (“NorthStar”) filed suit against the Company seeking, among other items, a declaratory judgment as to whether its 20,000,000 Series A Preferred Shares were the subject of the Company’s reverse stock split effective November 4, 2015.

On March 1, 2017, Northstar and the Company entered into an amicable settlement agreement related to this dispute (the “Settlement Agreement”). Pursuant to the terms and conditions of the Settlement Agreement, Northstar, previously a holder of Company preferred stock, has agreed to convert such preferred stock to twenty million (20,000,000) shares of unrestricted common stock. In addition, and separate and apart from the conversion, Northstar will receive Ten Million (10,000,000) shares of restricted common stock. NorthStar will receive ten percent (10%) of all Company international sales (based on a gross sales basis). Furthermore, NorthStar manager Greg Knutson, was appointed to the Board of Directors of the Company (see Item 5.02) and two Company directors, Michael Tomas and Kristin Comella, will each exercise their prior NorthStar options to each receive a Five percent (5%) Member Interest in NorthStar. The parties agreed to a mutual release.

**Item 3.02 Unregistered Sale of Equity Securities.**

Pursuant to the Settlement Agreement (see Item 1.01), the Company has issued twenty million (20,000,000) shares of unrestricted common stock to NorthStar in return for the full conversion of all of NorthStar’s shares of Series A Preferred Stock. In addition, and separate and apart from the conversion, NorthStar receives Ten Million (10,000,000) shares of restricted common stock.

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

Pursuant to the Settlement Agreement (see Item 1.01), on March 5, 2017, Greg Knutson was appointed to serve as a member of our Board of Directors to serve until the next annual meeting, his earlier resignation or physical/mental incapacity or death. His biography is below:

*Greg Knutson.* Mr. Knutson founded Concrete Specialists, Inc. in 1985 and continues to serve as its President. Mr. Knutson founded Sunwood Properties in 2009 and continues to serve as its President. Mr. Knutson founded G&G Land Development, LLC and continues to serve as its Managing Partner. Mr. Knutson, a holder of Member Interests in NorthStar, was appointed as a Manager of Northstar Biotech Group, LLC in late 2014.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant  
Date: March 6, 2017

*U.S. Stem Cell, Inc.*

By: /s/ Michael Tomas  
Michael Tomas  
Chief Executive Officer

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