
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) **January 31, 2019**

Commission File No. **001-33718**

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 4th 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 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company .

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Items

In our report for the quarter ended September 30, 2018, filed on Form 10-Q on November 7, 2018, we accounted for and disclosed that we held a 33 percent Member Interest ownerships of U.S. Stem Cell Clinic, LLC and Regenerative Wellness Clinic, LLC respectively.

On January 29, 2019, through a reorganization of Member Interests of U.S. Stem Cell Clinic, LLC and Regenerative Wellness Clinic, LLC respectively, we increased our holdings, without additional consideration, to a 49.9 percent Member Interest ownership of U.S. Stem Cell Clinic, LLC and Regenerative Wellness Clinic, LLC respectively.

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

U.S. Stem Cell, Inc.

Date: February 1, 2019

By: /s/ Michael Tomas

Michael Tomas

Chief Executive Officer