

Fibrocell Science, Inc.  
Form 8-K  
October 11, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OCTOBER 11, 2012**  
**Date of Report (date of Earliest Event Reported)**

**FIBROCELL SCIENCE, INC.**

(Exact Name of Registrant as Specified in its Charter)

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(State or Other Jurisdiction of

(Commission

(I.R.S. Employer

Incorporation or Organization)

File No.)

Identification No.)

**405 EAGLEVIEW BLVD., EXTON, PA 19341**

(Address of principal executive offices and zip code)

**(484) 713-6000**

(Registrant's telephone number, including area code)

(Former name or former address, if changed from last report)

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 8.01. Other Events.**

On October 8, 2012, Fibrocell Science, Inc. (the Company ) announced that, on October 5, 2012, it had entered into a Securities Purchase Agreement (the Purchase Agreement ) with certain accredited investors (the Purchasers ) pursuant to which the Company agreed to sell to the Purchasers an aggregate of 450,000,000 shares of Company common stock ( Common Stock ) at a purchase price of \$0.10 per share for a total offering amount of \$45.0 million (the Offering ). The Company closed the Offering on October 9, 2012, and on such date issued 450,000,000 shares of Common Stock. As of October 10, 2012, the Company had received \$43.0 million in gross proceeds from the Offering with the remaining \$2.0 million in subscribed proceeds expected to be received by mid-November from a single foreign investor.

As of October 10, 2012 and pro forma for the issuance of the Common Stock in conjunction with the Offering, the Company had 658,610,200 shares of Common Stock outstanding.

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FIBROCELL SCIENCE, INC.**

Date: October 11, 2012

By: /s/ Declan Daly  
Declan Daly,  
Chief Financial Officer