

Stem Cell Therapy International, Inc.
Form 8-K
March 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

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 17, 2009

STEM CELL THERAPY INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

000-51931
(Commission File Number)

2203 N. Lois Avenue, 9th Floor, Tampa, FL 33607

88-0374180
(I.R.S. Employer
Identification No.)

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(Address of principal executive offices - zip code)

(813) 600-4088

(Registrant's telephone number, including area code)

Not applicable

(former name or former address, if changed since 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 (17CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION

On March 17, 2009, the Company received \$150,000 agreed to repay to the lenders \$187,500 at the earlier of either six months or when the Company is able to obtain subsequent financing with minimum gross proceeds of \$1,000,000. The interest rate is a simple 10% per annum. At the holders' choice the note can be converted into common shares at a rate of either \$0.10 per common share or the greater of \$.05 or the 30 Day volume weighted average price of the common stock. The holder of the note can also convert the note, pursuant to the terms of the subsequent financing at a rate of 125% of the amount due at the closing of subsequent financing. In addition, the holders of the note were granted warrants to purchase a total of 1,125,000 common shares at a strike price of \$0.03 per share. The warrants have a life of five years.

ITEM 7.01 REGULATION FD DISCLOSURE

TAMPA, Fla. March 17, 2009 Stem Cell Therapy International, Inc. (SCII), announces today that the Company has obtained short term financing, enabling the Company to update and finalize the merger between Stem Cell Therapy International, Inc. (the Company or AmStem International), and the Histostem Corporation, Ltd (Korea), which has been filed previously with the SEC. A copy of the release is attached as Exhibit 99.1.

The information furnished herein, including Exhibit 99.1, is not deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates them by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

99.1 Press release dated March 17, 2009.

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.

STEM CELL THERAPY INTERNATIONAL, INC.

By: /s/ Andrew J. Norstrud
Name: Andrew J. Norstrud
Title: Chief Financial Officer

Date: March 17, 2009