Bio-Matrix Scientific Group, Inc. Form 8-K August 19, 2008 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

Date of Report (Date of earliest event reported): August 11, 2008

#### **Bio-Matrix Scientific Group, Inc.**

(Exact Name of Company as Specified in Charter)

Delaware	0-32201	33-0824714
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification
•		Number)
8885 Rehco Road, San Diego, California 92121		

(Address of Principal Executive Offices, Zip Code)

Company's telephone number, including area code: (619) 398-3517 ext. 308

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:

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 August 11, 2008, Bio-Matrix Scientific Group, Inc. ("BMSN") entered into a Letter of Intent ("LOI") with Cord Blood America, Inc ("CBAI") regarding contemplated transactions consisting of the following services to be provided by BMSN to CBAI for consideration acceptable to BMSN:

(a) Cryogenic storage of Cord Blood specimens newly acquired by CBAI

(b) Processing of Cord Blood specimens

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The transactions contemplated by the LOI are subject to the execution of one or more definitive agreements and the provisions of the LOI are non binding on both parties with the exception of provisions regarding termination of duties to negotiate in good faith, non disclosure of confidential information, disclaimer of liabilities and choice of governing law and venue

#### Item 9.01. Financial Statements and Exhibits.

# EXHIBIT INDEX

<u>Exhibit</u> <u>Number</u>	Description
Ex.99.1	Form of Letter of Intent dated August 11, 2008 by and between Bio-Matrix Scientific Group, Inc. and Cord Blood America, Inc.

## SIGNATURE

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

## BIO-MATRIX SCIENTIFIC GROUP, INC.

By: /s/ David Koos David Koos Chief Executive Officer Dated: August 18, 2008