

Bio-Matrix Scientific Group, Inc.
Form 10-Q/A
February 10, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

Amendment No. 5

Quarterly Report under Section 13 or 15 (d) of
Securities Exchange Act of 1934

For Period ended December 31, 2012

Commission File Number 0-32201

BIO-MATRIX SCIENTIFIC GROUP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State of Incorporation)

33-0824714

(I.R.S. Employer Identification No.)

4700 Spring Street, Suite 304, La Mesa, California

(Address of Principal Executive Offices)

91942

(Zip Code)

(619) 702-1404

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” “non-accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934) (check one): Yes No

There were 2,951,013,321 shares of Common Stock outstanding as of January 29, 2014.

EXPLANATORY NOTE

THIS AMENDMENT NO. 5 TO BIO-MATRIX SCIENTIFIC GROUP, INC'S (THE "COMPANY") FORM 10-Q FOR THE PERIOD ENDED DECEMBER 31, 2012 ("FORM 10-Q") IS BEING FILED SOLELY TO AMEND THE FOLLOWING PORTIONS OF THE FORM 10-Q ("ORIGINAL FILING").

PART II, ITEM 6 EXHIBITS

THE COMPANY HAS NOT MODIFIED OR UPDATED DISCLOSURES PRESENTED IN THE ORIGINAL FILING, EXCEPT AS INDICATED ABOVE. ACCORDINGLY, THIS AMENDMENT DOES NOT

REFLECT EVENTS OCCURRING AFTER THE DATE OF THE ORIGINAL FILING AND DOES NOT MODIFY OR UPDATE THOSE DISCLOSURES AFFECTED BY SUBSEQUENT EVENTS, EXCEPT AS SPECIFICALLY REFERENCED HEREIN. INFORMATION NOT AFFECTED BY THE ABOVE AMENDMENTS IS UNCHANGED AND REFLECTS THE DISCLOSURES MADE AT THE TIME OF THE ORIGINAL FILING.

Item 6. EXHIBITS

10.1(a) SETTLEMENT AGREEMENT AND MUTUAL GENERAL RELEASE

31.1(b) Certification of Chief Executive Officer

31.2 (c) Certification of Acting Chief Financial Officer

32.1 Certification of Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Acting Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002.

incorporated by reference to Exhibit 10.1 of Form 8-K filed March 12 , 2013

(a) (b) incorporated by reference to Exhibit 31.1 of Form 10-Q/A filed December 27, 2013

(c) incorporated by reference to Exhibit 31.2 of Form 10-Q/A filed December 27, 2013

SIGNATURES

In accordance with the requirements of the Exchange Act, the Company caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bio-Matrix Scientific Group, Inc.
a Delaware corporation

By: /s/ David R. Koos
David R. Koos
Chief Executive Officer

February 10, 2014