

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q /A  
Amendment No. 1

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **March 31, 2013**

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to \_\_\_\_\_

Commission File Number: **333-148922**

**Amarantus Bioscience Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**26-0690857**

(IRS Employer Identification No.)

**675 Almanor Ave., Sunnyvale, CA**

(Address of principal executive offices)

**94085**

(Zip Code)

Registrant's telephone number, including area code: **(408) 737-2734**

\_\_\_\_\_  
(Former name, former address and former fiscal year, if changed since last report)

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.

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 Exchange Act).  Yes  No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 385,003,149 common shares as of May 13, 2013.

## EXPLANATORY NOTE

This Quarterly Report on Form 10-Q/A is being filed by Amarantus Bioscience Holdings, Inc. (the “Company”) to amend the Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 filed by the Company with the Securities and Exchange Commission on May 15, 2013 (the “Form 10-Q”) to correct an error in Item 1. Legal Proceedings and Item 3. Defaults upon Senior Securities. This Amendment No. 1 to the Form 10-Q continues to speak as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the original Form 10-Q.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

The company is not currently involved in any litigation that it believes could have a material adverse effect on its financial conditions and result of operations.

### **Item 3. Defaults upon Senior Securities**

The Company is not currently in default on any convertible note securities.

## SIGNATURES

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 thereunto duly authorized.

### **Amarantus Bioscience Holdings, Inc.**

Date: May 16, 2013

By: /s/ Gerald E. Commissiong

Gerald E. Commissiong

Title: **Chief Executive Officer and Director**

By: /s/ Marc E. Faerber

Marc E. Faerber

Title: **Chief Financial Officer**

