

GERON CORP  
Form 8-K  
May 09, 2014

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

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**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): **May 8, 2014**

**GERON CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-20859**  
(Commission File Number)

**75-2287752**  
(IRS Employer  
Identification No.)

**149 COMMONWEALTH DRIVE, SUITE 2070  
MENLO PARK, CALIFORNIA 94025**  
(Address of principal executive offices, including zip code)

**(650) 473-7700**  
(Registrant's telephone number, including area code)

**N/A**  
(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:

- 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))
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**Item 8.01 Other Events.**

On May 9, 2014, Geron Corporation (the Company or Geron) announced the record date (the Record Date) for the distribution to Geron stockholders of the Asterias Series A common stock that Geron received in the previously announced transaction to divest Geron's human embryonic stem cell assets and autologous cellular immunotherapy program to Asterias Biotherapeutics, Inc. (formerly known as BioTime Acquisition Corporation) (Asterias). The Record Date set by the Company's Board of Directors is May 28, 2014.

As previously announced, under the terms of the Asset Contribution Agreement with BioTime, Inc. (NYSE: BTX) and Asterias, dated January 4, 2013 (the Agreement), which closed on October 1, 2013, Asterias issued to Geron 6,537,779 shares of Asterias Series A common stock as consideration for Geron's contribution to Asterias of its human embryonic stem cell assets and autologous cellular immunotherapy program. Under the terms of the Agreement and subject to applicable law, Geron is contractually obligated to distribute all of the shares of Asterias Series A common stock to Geron stockholders of record as of the Record Date on a pro rata basis (the Series A Distribution), other than with respect to fractional shares and shares that would otherwise be distributed to Geron stockholders residing in certain excluded jurisdictions, which shares, as required by the Agreement, will be sold for cash at prevailing market prices with the net cash proceeds therefrom distributed ratably to Geron stockholders who would otherwise be entitled to receive such shares.

Following completion of the Series A Distribution, Asterias is contractually obligated under the Agreement to distribute on a pro rata basis to the holders of Asterias Series A common stock five-year warrants to purchase eight million shares of BioTime common stock at an exercise price of \$5.00 per share (the BioTime Warrants).

Based on the number of shares of Geron common stock outstanding as of April 25, 2014 (156,938,288 shares), Geron estimates for each share of Geron common stock held by a Geron stockholder, such Geron stockholder will receive approximately 0.0417 of a share of Asterias Series A common stock in the Series A Distribution, or cash in lieu thereof as described above. This estimated ratio equates to one whole share of Asterias Series A common stock for every approximately 24 shares of Geron common stock. The actual pro rata ratio for the Series A Distribution will be determined following the May 28, 2014 Record Date and may be different from the above example due to a change in the number of shares of Geron common stock outstanding as of the Record Date.

On May 9, 2014, the Company issued a press release announcing the Record Date. A copy of the press release is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
2.1	Asset Contribution Agreement by and among Geron Corporation, BioTime, Inc., and Asterias Biotherapeutics, Inc. (formerly known as BioTime Acquisition Corporation) (incorporated herein by reference to Exhibit 2.1 in the Company's Current Report on Form 8-K (File No. 000-20859), as filed with the Securities and Exchange Commission on January 8, 2013).*
99.1	Press release, dated May 9, 2014.

\* Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company undertakes to furnish supplemental copies of any of the omitted schedules upon request by the Securities and Exchange Commission.

### Use of Forward-Looking Statements

Except for the historical information contained herein, this Current Report on Form 8-K contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that statements in this Current Report on Form 8-K regarding: (a) any value to Geron stockholders of the Asterias Series A common stock and the BioTime Warrants; (b) Geron's plans or expectations for or of the Series A Distribution and the BioTime Warrants to be distributed as contemplated by the Asset Contribution Agreement; and (c) Geron's payment of cash in lieu of fractional and other shares, constitute forward-looking statements. These statements involve risks and uncertainties that can cause actual results to differ materially from those in such forward-looking statements. These risks and uncertainties, include, without limitation: (i) the possibility that Geron stockholders may realize little or no value from the Asterias Series A common stock and/or the BioTime Warrants; (ii) the potential inability of Geron to complete the Series A Distribution or of Asterias to distribute the BioTime Warrants, as well as the payment of cash in lieu of fractional and other shares, in a timely manner or at all, including as a result of the failure of BioTime and/or Asterias to obtain or maintain required federal and state registrations and qualifications necessary to enable the Series A Distribution, the BioTime Warrants distribution, and related transactions; (iii) the possibility of litigation that could arise as a result of or in connection with the Series A Distribution, the BioTime Warrants distribution and related transactions, as well as the asset contribution transaction itself, including litigation arising from the possibility that Geron stockholders may realize little or no value from the Asterias Series A common stock and/or the BioTime Warrants; and (iv) that there is no existing public market for either the Asterias Series A common stock or the BioTime Warrants, nor may a public market for such securities ever develop. Additional information and factors that could cause actual results to differ materially from those in the forward-looking statements are contained in Geron's periodic reports filed with the Securities and Exchange Commission under the heading Risk Factors, including Geron's quarterly report on Form 10-Q for the quarter ended March 31, 2014. Undue reliance should not be placed on forward-looking statements, which speak only as of the date they are made, and the facts and assumptions underlying the forward-looking statements may change. Except as required by law, Geron disclaims any obligation to update these forward-looking statements to reflect future information, events or circumstances.

**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.

GERON CORPORATION

Date: May 9, 2014

By: /s/ Stephen N. Rosenfield  
Stephen N. Rosenfield  
Executive Vice President, General Counsel  
and Corporate Secretary

**EXHIBIT INDEX**

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