

GERON CORP
Form DEFA14A
March 24, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

GERON CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 9, 2017**

GERON CORPORATION

*GERON CORPORATION
C/O COMPUTERSHARE
8742 LUCENT BLVD., SUITE 225
HIGHLANDS RANCH, CO 80129*

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 13, 2017
Date: May 9, 2017 **Time:** 4:00 PM PDT
Location: Geron Corporation
149 Commonwealth Drive
Menlo Park, CA 94025

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important

information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— **Before You Vote** —

How to Access the Proxy Materials

**Proxy Materials Available to VIEW
or RECEIVE:**

1. Letter to Stockholders 2. Notice and 2017 Proxy
Statement 3. 2016 Annual Report on Form 10-K

How to View Online:

Have the information that is printed in the box
marked by the arrow (located on the following page)
and visit: *www.proxyvote.com*.

**How to Request and Receive a PAPER or
E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these
documents, you must request one. There is NO
charge for requesting a copy. Please choose one of
the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a
blank e-mail with the information that is printed in
the box marked by the arrow (located on the
following page) in the subject line.

Requests, instructions and other inquiries sent to this
e-mail address will NOT be forwarded to your
investment advisor. Please make the request as
instructed above on or before April 25, 2017 to
facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the
possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any
special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

To elect the three nominees for director named in the accompanying proxy statement, or the Proxy Statement, to hold
1. office as Class III members of the Board of Directors until the 2020 annual meeting of stockholders.

Nominees:

- 01) Karin Eastham
- 02) V. Bryan Lawlis, Ph.D.
- 03) Susan M. Molineaux, Ph.D.

The Board of Directors recommends you vote FOR the following proposal:

To approve, on an advisory basis, the compensation of the
2. Company's named executive officers, as disclosed in the accompanying Proxy Statement.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

To approve, on an advisory basis, the frequency of holding
3. future advisory votes on executive compensation.

The Board of Directors recommends you vote FOR the following proposal:

To ratify the selection of Ernst & Young LLP as the Company's
4. independent registered public accounting firm for the fiscal year ending December 31, 2017.

NOTE: In their discretion, the proxies are authorized to vote on such other matters as may come before the meeting and any adjournment(s) or postponement(s) thereof.

