

GERON CORP  
Form 8-K  
October 09, 2012

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): **October 8, 2012**

**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))
-

**Item 1.01 Entry into a Material Definitive Agreement.**

On October 8, 2012, Geron Corporation (the Company) entered into an At-The-Market Issuance Sales Agreement (the Sales Agreement) with MLV & Co. LLC (MLV), pursuant to which the Company may issue and sell shares of its common stock having an aggregate offering price of up to \$50 million from time to time through MLV as its sales agent. The issuance and sale of these shares by the Company under the Sales Agreement, if any, is subject to the effectiveness of the Company's registration statement on Form S-3, File No. 333-182537, filed with the Securities and Exchange Commission (SEC) on July 3, 2012. The Company makes no assurances as to if or whether this registration statement will become effective or, if it does become effective, as to the continued effectiveness of this registration statement.

MLV may sell the common stock by any method that is deemed to be an at-the-market equity offering as defined in Rule 415 promulgated under the Securities Act of 1933, as amended (the Act), including sales made directly on or through The NASDAQ Global Select Market or any other existing trading market for the Company's common stock in the United States or to or through a market maker. Subject to the terms and conditions of the Sales Agreement, MLV will use commercially reasonable efforts consistent with its normal trading and sales practices to sell the common stock from time to time, based upon the Company's instructions (including any price, time or size limits or other customary parameters or conditions the Company may impose). The Company is not obligated to make any sales of common stock under the Sales Agreement. Unless earlier terminated as provided below, the Sales Agreement will automatically terminate upon the earlier of (1) the sale of all common stock subject to the Sales Agreement and (2) October 8, 2015. The Sales Agreement may be terminated by the Company or MLV at any time upon 10 days notice to the other party, or by MLV at any time in certain circumstances, including the occurrence of a material adverse change in the Company. The Company will pay MLV an aggregate commission rate equal to up to 3.0% of the gross proceeds of the sales price per share for common stock sold through MLV under the Sales Agreement. The Company has also provided MLV with customary indemnification rights and expense reimbursements for up to \$20,000 of expenses.

The foregoing description of the Sales Agreement is not complete and is qualified in its entirety by reference to the full text of such agreement, a copy of which is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation, or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Item 8.01 Other Events**

The Company is filing information for the purpose of supplementing and updating its description of certain risks and uncertainties that could materially adversely affect its business, financial condition or results of operations from the description included under the heading, Item 1A. Risk Factors in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed with the SEC on August 3, 2012. The updated risk factors are filed herewith as Exhibit 99.1 and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | At-The-Market Issuance Sales Agreement, dated October 8, 2012, by and between Geron Corporation and MLV & Co. LLC. |
| 99.1               | Updated Risk Factors.  |

**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: October 9, 2012

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

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | At-The-Market Issuance Sales Agreement, dated October 8, 2012, by and between Geron Corporation and MLV & Co. LLC. |
| 99.1               | Updated Risk Factors.  |