

STEMCELLS INC  
Form 10-K/A  
March 22, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-K/A  
Amendment No. 1**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2005**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from                    to  
COMMISSION FILE NUMBER 0-19871  
**STEMCELLS, INC.****

(Exact name of Registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

94-3078125  
(I.R.S. Employer Identification No.)

**3155 PORTER DRIVE, PALO ALTO, CA 94304**  
(Address of principal offices) (zip code)

Registrant's telephone number, including area code: (650) 475 3100

**Securities registered pursuant to Section 12(b) of the Act:**  
NONE

**Securities registered pursuant to Section 12(g) of the Act:**  
**COMMON STOCK, \$.01 PAR VALUE**  
**JUNIOR PREFERRED STOCK PURCHASE RIGHTS**

Title of class

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated Filer  Non-accelerated filer

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

Aggregate market value of Common Stock held by non-affiliates at June 30, 2005: \$262,614,171. Inclusion of shares held beneficially by any person should not be construed to indicate that such person possesses the power, direct

or indirect, to direct or cause the direction of management policies of the registrant, or that such person is controlled by or under common control with the Registrant.

Common stock outstanding at February 21, 2006: 65,402,682 shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement relating to the registrant's 2006 Annual Meeting of Stockholders to be filed with the Commission pursuant to Regulation 14A are incorporated by reference in Part III of this report.

**FORWARD LOOKING STATEMENTS**

THIS REPORT CONTAINS FORWARD-LOOKING STATEMENTS AS DEFINED UNDER THE FEDERAL SECURITIES LAWS. ACTUAL RESULTS COULD VARY MATERIALLY. FACTORS THAT COULD CAUSE ACTUAL RESULTS TO VARY MATERIALLY ARE DESCRIBED HEREIN AND IN OTHER DOCUMENTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. READERS SHOULD PAY PARTICULAR ATTENTION TO THE CONSIDERATIONS DESCRIBED IN THE SECTION OF THIS REPORT ENTITLED MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS AS WELL AS ITEM 1A UNDER THE HEADING RISK FACTORS.

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**Explanatory Note**

We are filing this Amendment No. 1 on Form 10-K/A (this Amendment ) to our Annual Report on Form 10-K for the year ended December 31, 2005, which was originally filed on March 16, 2006 (the Original Filing ), for the sole purpose of filing an exhibit which was inadvertently omitted from the Original Filing. This Amendment does not otherwise update or amend any exhibits to or disclosure set forth in the Original Filing.

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**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(b) Exhibits.

EXHIBIT NO.	TITLE OR DESCRIPTION
10.1	License Agreement between Cytotherapeutics, Inc., NeuroSpheres Ltd. and NeuroSpheres Holdings Ltd. dated effective as of April 1, 1997.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

**STEMCELLS, INC.**

By: */s/ RODNEY K.B. YOUNG*  
*Rodney K.B. Young*  
*CHIEF FINANCIAL OFFICER*

Dated: March 21, 2006

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