

STEMCELLS INC  
Form 8-K  
December 10, 2003

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**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): December 9, 2003

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**STEMCELLS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**0-19871**

(Commission File Number)

**94-3078125**

(I.R.S. Employer  
Identification Number)

**3155 Porter Drive  
Palo Alto, California 94304**

(Address, of principal executive offices, including zip code)

**(650) 475-3100**

(Registrant's Telephone number including area code)

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Item 5. Other Events

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

SIGNATURES

EXHIBIT INDEX

EXHIBIT 99.1

EXHIBIT 99.2

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Item 5. Other Events

On December 9, 2003, the Company issued 5,000,000 shares of common stock pursuant to its previously filed shelf-registration statement on Form S-3 to one institutional investor in exchange for total consideration of \$9.5 million, or \$1.90 per share.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

- |      |   |
|------|---|
| 99.1 | Form of Securities Purchase Agreement dated as of December 9, 2003 between StemCells, Inc. and The Riverview Group, LLC |
| 99.2 | Press Release dated December 10, 2003   |

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#### 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 hereunto duly authorized.

STEMCELLS, INC.

By: /s/ Martin McGlynn

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Martin McGlynn  
President and Chief Executive Officer

Date: December 10, 2003

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