

Edgar Filing: GERON CORPORATION - Form 8-K

GERON CORPORATION  
Form 8-K  
June 04, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
SECURITIES AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 2, 2003

GERON CORPORATION

(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 0-20859                  | 75-2287752                              |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification Number) |

|  |            |
|--|------------|
| 230 Constitution Drive                   | 94025      |
| Menlo Park, California                   | (Zip Code) |
| (Address of principal executive offices) |            |

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

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On June 2, 2003, Geron Corporation, a Delaware corporation (the "Company"), entered into a License Amendment Agreement (the "Amendment") with Transgenomic, Inc., a Delaware corporation ("Transgenomic"), to amend an existing license agreement between the parties. As part of the consideration for the amendment to the License Agreement, Transgenomic agreed to purchase 310,000 shares of Geron common stock, at \$5.05 per share, the Nasdaq closing price on June 2, 2003. The terms and conditions of the stock purchase are set forth in a Stock Purchase Agreement, dated June 2, 2003 (the "Stock Purchase Agreement").

The Company's press release announcing the Amendment, as well as the Stock Purchase Agreement, are filed as exhibits to this Current Report on Form 8-K. The summary description of the transaction and the press release are qualified in their entirety by reference to the documents filed as exhibits hereto.

Item 7. Exhibits.

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Exhibits

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- 4.1 Stock Purchase Agreement dated as of June 2, 2003, by and between Registrant and Transgenomic, Inc.
- 99.1 Press Release dated June 4, 2003

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.

GERON CORPORATION

Date: June 4, 2003

By: /s/ William D. Stempel

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Name: William D. Stempel

Title: Vice President and General Counsel

EXHIBIT INDEX

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