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GERON CORPORATION
Form S-3/A
February 14, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 14, 2002

REGISTRATION NO. 333-81596

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GERON CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

75-2287752
(I.R.S. Employer
Identification No.)

230 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(650) 473-7700

(Address, Including Zip Code and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

THOMAS B. OKARMA
PRESIDENT AND CHIEF EXECUTIVE OFFICER
GERON CORPORATION
230 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(650) 473-7700

(Name, Address, Including Zip Code and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:

Alan C. Mendelson, Esq.
Latham & Watkins
135 Commonwealth Drive
Menlo Park, California 94025
(650) 328-4600

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From
time to time after the effective date of this Registration Statement as
determined by market conditions.

If the only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement of the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

EXPLANATORY NOTE

The purpose of this amendment no. 1 to the registration statement is to file a certain exhibit to the registration statement.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

ITEM 16. EXHIBITS

Please see exhibit index immediately following the signature page.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Menlo Park, State of California, on February 14, 2002.

GERON CORPORATION

By: /s/ Thomas B Okarma

Thomas B. Okarma
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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| Signature ----- | Title ----- | Date ---- |
|---|---|--------------|
| /s/ Thomas B. Okarma ----- Thomas B. Okarma | Chief Executive Officer, President and Director (principal executive officer) | February 14 |
| /s/ David L. Greenwood ----- David L. Greenwood | Senior Vice President and Chief Financial Officer (principal financial and accounting officer) | February 14 |
| * ----- Alexander E. Barkas, Ph.D. | Director | February 14 |
| * ----- Edward V. Fritzky | Director | February 14 |
| * ----- Thomas D. Kiley | Director | February 14 |
| * ----- Robert B. Stein | Director | February 14 |
| * ----- John P. Walker | Director | February 14 |
| * ----- Patrick J. Zenner | Director | February 14 |

* By his signature below, the undersigned, pursuant to duly authorized powers of attorney filed with the Securities and Exchange Commission, has signed this amendment no. 1 to the registration statement on behalf of the persons indicated.

/s/ David L. Greenwood

David L. Greenwood

EXHIBIT INDEX

- 1.1(1) Form of Underwriting Agreement between the Company and the Representatives
- 1.2(1) Form of Debt Underwriting Agreement
- 4.1* Form of Indenture
- 4.2(1) Form of Warrant Agreement
- 5.1 Opinion of Latham & Watkins regarding the validity of the securities being registered
- 12.1* Calculation of Ratio of Earnings to Fixed Charges

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- 23.1* Consent of Ernst & Young LLP, Independent Auditors
- 23.2 Consent of Latham & Watkins (included in Exhibit 5.1)
- 24.1* Power of Attorney (included on the signature page hereto)
- 25.1(1) Statement of Eligibility of Trustee

(1) To be filed by amendment or incorporated by reference in connection with the offering of the applicable offered securities.

* Previously filed.