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GERON CORPORATION
Form S-8
August 05, 2005

As filed with the Securities and Exchange Commission on August 5, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
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 Number)

230 Constitution Drive
Menlo Park, California 94025
(Addresses of Principal Executive Offices including Zip Codes)

2002 EQUITY INCENTIVE PLAN
(Full Title of the Plan)

Thomas B. Okarma
President and Chief Executive Officer
Geron Corporation
230 Constitution Drive
Menlo Park, California 94025
(650) 473-7700

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

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1) (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)

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Common Stock, \$0.001 par value per share, issuable under the 2002 Equity Incentive Plan (4).....	2,000,000	\$10.42	\$20,840,000

Total.....	2,000,000	\$10.42	\$20,840,000

- (1) The 2002 Equity Incentive Plan (the "Plan") authorizes the issuance of 9,579,603 shares of common stock, par value \$0.001 per share (the "Common Stock"), of Geron Corporation (the "Company"), of which 2,000,000 shares are being registered hereunder.
- (2) This registration statement shall also cover any additional shares of Common Stock which become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of the Company's Common Stock.
- (3) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h) and (c) under the Securities Act of 1933, as amended (the "Securities Act of 1933"), and is based on the average (\$10.42) of the high (\$10.54) and low (\$10.29) sales price of the Common Stock, as reported on the Nasdaq National Market on August 2, 2005.
- (4) Each share of Common Stock being registered hereunder, if issued prior to the termination the Company of its Rights Agreement dated as of July 20, 2001, will include one preferred share purchase right. Prior to the occurrence of certain events, the preferred share purchase rights will not be exercisable or evidenced separately from the Common Stock.

Proposed sale to take place as soon after the effective date of the registration statement as options granted under the Plan are exercised.

Total Pages 6
Exhibit Index on Page 4

REGISTRATION OF ADDITIONAL SECURITIES

On July 3, 2002, Geron Corporation, a Delaware corporation (the "Company") filed a Registration Statement on Form S-8, Registration No. 333-91916 (the "First Registration Statement"), with the Securities and Exchange Commission relating to an aggregate of 7,000,000 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), to be offered and sold under the 2002 Equity Incentive Plan (the "Plan"). On October 7, 2004, the Company filed a Registration Statement on Form S-8, Registration No. 333-119601 (the "Second Registration Statement"), with the Securities and Exchange Commission relating to an additional 579,603 shares of Common Stock issuable under the Plan. The contents of the First Registration Statement and Second Registration Statement are incorporated by reference in this Registration Statement. The Company is hereby registering an additional 2,000,000 shares of Common Stock issuable under the Plan, none of which has been issued as of the date of this Registration Statement.

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Item 8. Exhibits

A list of exhibits filed with this Registration Statement is set forth in the Exhibit Index on page 4 and is incorporated herein by reference.

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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on August 5, 2005.

GERON CORPORATION

By: /s/ David L. Greenwood

David L. Greenwood
Executive Vice President and
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Thomas B. Okarma and David L. Greenwood, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of August 5, 2005.

Table with 3 columns: Signature, Title, Date. Rows include Thomas B. Okarma (President, Chief Executive Officer and Director), David L. Greenwood (Executive Vice President and Chief Financial Officer), and Alexander E. Barkas (Director).

