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GERON CORP
Form 8-K
May 20, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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): May 19, 2010

GERON CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	0-20859	75-2287752
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

230 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(Address of principal executive offices, including zip code)

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

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 19, 2010, the Board of Directors (the "Board") of Geron Corporation (the "Company") appointed Hoyung Huh, M.D., Ph.D., and Robert J. Spiegel, M.D., to the Board, effective immediately. Dr. Spiegel fills a vacant Class I Board position, expiring at the Company's 2012 Annual Meeting of Stockholders. Dr. Huh fills a vacant Class II Board position, expiring at the Company's 2013 Annual Meeting of Stockholders.

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There is no arrangement or understanding between either of Drs. Huh or Spiegel and the Company, pursuant to which he was selected as a director.

In connection with Drs. Huh and Spiegel's appointments, the Company granted each of Drs. Huh and Spiegel a nonstatutory stock option to purchase 45,000 shares of the Company's Common Stock (the "First Option") as provided by the Company's 2006 Directors' Stock Option Plan (the "Directors' Plan") at an exercise price equal to \$5.29 per share, the closing sale price of the Company's Common Stock as reported on the Nasdaq Global Market on May 19, 2010 (the "Grant Date"). Each First Option shall have a maximum term of ten (10) years measured from the Grant Date, and shall vest and be exercisable in a series of three (3) equal consecutive annual installments on the anniversary of the Grant Date, commencing on the Grant Date, provided the director continues to provide services to the Company through the applicable vesting date. Drs. Huh and Spiegel each will also receive cash compensation for their services as non-employee directors as described under "Compensation of Directors" in the Company's definitive proxy statement as filed with the Securities and Exchange Commission on March 29, 2010.

Also on May 19, 2010 as announced previously, Patrick J. Zenner, a member of the Board and the Compensation Committee, retired as a member of the Board and Compensation Committee.

SIGNATURE

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: May 20, 2010

By: /s/ David L. Greenwood

David L. Greenwood
Executive Vice President and
Chief Financial Officer