

STEMCELLS INC
Form 8-K
December 10, 2003

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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): December 9, 2003

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

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

Martin McGlynn
President and Chief Executive Officer

Date: December 10, 2003

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