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GERON CORPORATION

Form S-8

September 28, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 28, 2001

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)

1992 STOCK OPTION 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
(NAME AND ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPY TO:
ALAN C. MENDELSON, ESQ.
LATHAM & WATKINS
135 COMMONWEALTH DRIVE
MENLO PARK, CALIFORNIA 94025
(650) 328-4600

CALCULATION OF REGISTRATION FEE

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 , \$.001 par value(4).....	750,000	\$ 9.48	\$7,110,000
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- (1) The 1992 Stock Option Plan (the "Plan") authorizes the issuance of 6,994,362 shares of common stock, par value \$0.001 per share, of Geron Corporation (the "Company") (the "Common Stock"), of which 750,000 shares are being registered hereunder.
- (2) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the 1992 Stock Option 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 Registrant's outstanding shares of 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"), and is based on (i) the average of the high and low sales price of the Common Stock (GERN), as reported on The Nasdaq National Market on September 26, 2001 as to 750,000 shares available for future grants under the Plan.
- (4) Each share of common stock being registered hereunder, if issued prior to the termination by 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.

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PROPOSED SALE TO TAKE PLACE AS SOON AFTER THE EFFECTIVE DATE OF THE REGISTRATION STATEMENT AS OPTIONS GRANTED UNDER THE PLAN IS EXERCISED.

TOTAL PAGES 7
EXHIBIT INDEX ON PAGE 5

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PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for in Part I of the Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

REGISTRATION OF ADDITIONAL SECURITIES

By a Registration Statement on Form S-8 filed with the Commission on September 23, 1996, Registration No. 333-12487, the Company initially registered 3,466,837 shares of Common Stock of the Company reserved for issuance from time to time in connection with the Plan. By a Registration Statement on Form S-8 filed with the Commission on August 14, 1997, Registration No. 333-33635, the

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Company registered an additional 800,000 shares of Common Stock of the Company reserved for issuance from time to time in connection with the Plan. By a Registration Statement on Form S-8 filed with the Commission on January 26, 1999, Registration No. 333-71181, the Company registered an additional 500,000 shares of Common Stock of the Company reserved for issuance from time to time in connection with the Plan. By a Registration Statement on Form S-8 filed with the Commission on December 23, 1999, Registration No. 333-93527, the Company registered an additional 600,000 shares of Common Stock of the Company reserved for issuance from time to time in connection with the Plan. By a Registration Statement on Form S-8 filed with the Commission on September 14, 2000, Registration No. 333-45762, the Company registered an additional 877,525 shares of Common Stock of the Company reserved for issuance from time to time in connection with the Plan. The Plan authorizes the issuance of 6,994,362 shares of Common Stock. Under this Registration Statement, the Company is registering the additional 750,000 of Common Stock issuable under the Plan. The contents of each of the prior Registration Statements are incorporated by reference herein to the extent not modified or superseded thereby or by any subsequently filed document which is incorporated by reference herein or therein.

ITEM 5. EXPERTS

The consolidated financial statements of Geron Corporation appearing in Geron Corporation's Annual Report (Form 10-K) for the year ended December 31, 2000, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

ITEM 8. EXHIBITS

See Index to Exhibits on page 5.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 September 27, 2001

GERON CORPORATION

By: /s/ Thomas B. Okarma

Thomas B. Okarma,
President and Chief Executive
Officer
(Principal Executive Officer)

By: /s/ David L. Greenwood

David L. Greenwood,
Chief Financial Officer

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Senior Vice President of
Corporate Development and
Treasurer
(Principal Financial and
Accounting Officer)

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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, this registration statement has been signed by the following persons in the capacities indicated as of September 27, 2001.

Signature -----	Title -----
/s/ Thomas B. Okarma ----- Thomas B. Okarma	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ David L. Greenwood ----- David L. Greenwood	Chief Financial Officer, Senior Vice President of Corporate Development, Treasurer (Principal Financial and Accounting Officer)
/s/ Alexander E. Barkas ----- Alexander E. Barkas	Director
/s/ Edward V. Fritzky ----- Edward V. Fritzky	Director
/s/ Thomas D. Kiley ----- Thomas D. Kiley	Director
/s/ Robert B. Stein -----	Director

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Robert B. Stein

/s/ John P. Walker Director

John P. Walker

/s/ Patrick J. Zenner Director

Patrick J. Zenner

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INDEX TO EXHIBITS

EXHIBIT -----		PAGE ----
4.1(1)	Rights Agreement dated July 20, 2001 between the Company and the U.S. Stock Transfer Corporation, as Rights Agent	
4.2(2)	Registration Rights Agreement dated March 27, 1998, among the Registrant Certain Investors	
4.3(3)	Registration Rights Agreement dated as of December 10, 1998 among the Registrant and certain investors	
4.4(4)	Registration Rights Agreement, dated April 30, 1999, by and among the Registrant and each of the Shareholders of Roslin	
4.5(5)	Registration Rights Agreement dated as of September 30, 1999 by and between the Registrant and RGC International Investors, LDC	
4.6(6)	Form of Warrant	
4.7(7)	Form of Debenture	
5.1	Opinion of Latham & Watkins	6
23.1	Consent of Latham & Watkins (included in Exhibit 5.1)	6
23.2	Consent of Ernst & Young LLP, Independent Auditors	7
24.1	Powers of Attorney	4

(1)	Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on July 23, 2001.	
(2)	Incorporated by reference to Exhibit 10.39 of the Registrant's Current Report on Form 8-K filed on April 2, 1998.	
(3)	Incorporated by reference to Exhibit 10.41 of the Registrant's Current Report on Form 8-K filed on December 17, 1998.	
(4)	Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on May 18, 1999.	

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- (5) Incorporated by reference to Exhibit 99.2 of the Registrant's Current Report on Form 8-K filed on October 7, 1999.
- (6) Incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed on December 17, 1998.
- (7) Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on December 17, 1998.