

GERON CORPORATION

Form 8-K

January 18, 2002

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities and Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 9, 2002

GERON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

0-20859

(Commission File Number)

75-2287752

(IRS Employer
Identification Number)

**230 Constitution Drive
Menlo Park, California**

(Address of principal executive offices)

94025

(Zip Code)

(650) 473-7700

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

TABLE OF CONTENTS

Item 5. Other Events.

Item 7. Exhibits.

SIGNATURES

EXHIBIT INDEX

EXHIBIT 10.1

EXHIBIT 99.1

Table of Contents

Item 5. Other Events.

On January 9, 2002, Geron Corporation, a Delaware corporation (the "Company"), announced that it has resolved a federal lawsuit and entered into a new license for the commercialization of human embryonic stem cell ("hESC") technology with the Wisconsin Alumni Research Foundation ("WARF"). The new agreement supersedes the earlier license, and resolves all issues related to the lawsuit filed by WARF against Geron in August, 2001.

The Company's press release announcing the settlement of the lawsuit and the new License Agreement are filed as exhibits to this Current Report on Form 8-K. The summary description of the event is qualified in its entirety by reference to the documents filed as exhibits hereto.

Table of Contents

Item 7. Exhibits.

Exhibits

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|------|--|
| 10.1 | License Agreement dated as of January 8, 2002, by and between Registrant and Wisconsin Alumni Research Foundation. |
| 99.1 | Press Release dated January 9, 2002. |

Table of Contents

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.

GERON CORPORATION

Date: January 18, 2002

By: /s/ WILLIAM D. STEMPEL

Name: William D. Stempel

Title: Vice President and General Counsel

4

Table of Contents

EXHIBIT INDEX

Exhibits

10.1	License Agreement dated as of January 8, 2002, by and between Registrant and Wisconsin Alumni Research Foundation.
99.1	Press Release dated January 9, 2002.