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GERON CORPORATION
Form S-3
November 23, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 21, 2001

REGISTRATION NO. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
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 No.)

230 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(650) 473-7700

(Address, Including Zip Code and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

THOMAS B. OKARMA
PRESIDENT AND CHIEF EXECUTIVE OFFICER
GERON CORPORATION
230 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(650) 473-7300

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

Copies to:

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

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒]
Reg. No. 333-40984

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box ☐]

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE | AMOUNT REGISTR FEE |
|---|-----------------------------------|---|--|--------------------------|
| Common Stock, par value \$.001 per share | 579,111 | \$10.10 (2) | \$5,849,021.10 | \$1,46 |

(1) Includes shares which may be offered by the selling stockholder pursuant to this registration statement issuable upon conversion of \$25,000,000 of Series D zero coupon convertible debentures and warrants exercisable to purchase 834,836 shares of common stock.

(2) The offering price is estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) using the average of the high and low price reported by the Nasdaq National Market for the common stock on November 16, 2001, which was approximately \$10.10 per share.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE PURSUANT TO GENERAL

INSTRUCTION IV OF FORM S-3

This registration statement is being filed with respect to the registration of additional shares of common stock of Geron Corporation, a Delaware corporation (the "Company") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and pursuant to General Instruction IV to Form S-3. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of the Company's registration statement on Form S-3 (Reg. No. 333-40984) filed with the Commission on July 7, 2000.

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PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 16. Exhibits.

Exhibits.

- 4.1 Amendment No. 1 to the Registration Rights Agreement dated as of November 9, 2001, by and between Registrant and the Purchaser (incorporated herein by reference to the Registrant's Current Report on Form 8-K dated November 14, 2001)
- 4.2 Series D Amended and Restated Convertible Debenture (incorporated herein by reference to the Registrant's Current Report on Form 8-K, dated November 14, 2001)
- 4.3 Amended and Restated Series D-1 Warrant to purchase 333,935 shares of common stock issued by Registrant to the Purchaser, dated as of November 9, 2001 (incorporated herein by reference to the Registrant's Current Report on Form 8-K, dated November 14, 2001)
- 4.4 Amended and Restated Series D-2 Warrant to purchase 500,901 shares of common stock issued by Registrant to the Purchaser, dated as of November 9, 2001 (incorporated herein by reference to the Registrant's Current Report on Form 8-K, dated November 14, 2001)
- 5.1 Opinion of Latham & Watkins
- 10.1 Restructuring Agreement dated as of November 9, 2001, by and between Registrant and the Purchaser (incorporated herein by reference to the Registrant's Current Report on Form 8-K dated November 14, 2001)
- 23.1 Consent of Ernst & Young LLP, Independent Public Accountants
- 23.2 Consent of Latham & Watkins (included in Exhibit 5.1)
- 24.1 Power of Attorney included on signature page

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Geron Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Menlo Park, State of California, on November 21, 2001.

GERON CORPORATION

By: /s/ David L. Greenwood

David L. Greenwood
Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|---|--|-------------------|
| /s/ Thomas B. Okarma ----- Thomas B. Okarma | President, Chief Executive Officer and Director (principal executive officer) | November 21, 2001 |
| /s/ David L. Greenwood ----- David L. Greenwood | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | November 21, 2001 |
| /s/ * ----- Alexander E. Barkas | Director | November 21, 2001 |
| /s/ * ----- Edward V. Fritzky | Director | November 21, 2001 |
| /s/ * ----- Thomas D. Kiley | Director | November 21, 2001 |
| /s/ * ----- Robert B. Stein | Director | November 21, 2001 |
| /s/ * | | |

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John P. Walker

Director

November 21, 2001

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Signature

Title

Date

Patrick J. Zenner

Director

November 21, 2001

*By: /s/ David L. Greenwood

David L. Greenwood
Attorney-In-Fact

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INDEX TO EXHIBITS

- | | |
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