

STEMCELLS INC  
Form 8-K  
July 30, 2004

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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): July 30, 2004

**STEMCELLS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

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(State or other jurisdiction  
of incorporation)

**0-19871**

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(Commission File  
Number)

**94-3078125**

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(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 7. Financial Statements, Pro Forma Financial Information And Exhibits.

Item 12. Results of Operations and Financial Condition.

EXHIBIT INDEX

EXHIBIT 99.1

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**Item 7. Financial Statements, Pro Forma Financial Information And Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Exhibits The following exhibit is furnished as part of this Report.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated July 30, 2004.

**Item 12. Results of Operations and Financial Condition.**

On July 30, 2004, StemCells, Inc. (the Company ) issued a press release reporting the Company s financial results for the second quarter of fiscal year 2004 (the Press Release ). The Press Release is being furnished as Exhibit 99.1 to this Report.

The information being furnished under this Item 12 shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities and Exchange Act of 1934, except as shall be expressly set forth by specific reference.

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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: July 30, 2004

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