

GERON CORP  
Form 8-K  
November 21, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**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): **November 18, 2016**

**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 No.)

**149 COMMONWEALTH DRIVE, SUITE 2070  
MENLO PARK, CALIFORNIA 94025**  
(Address of principal executive offices, including zip code)

**(650) 473-7700**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01 Other Events.**

On November 18, 2016, the Superior Court of the State of California, County of San Mateo (the Superior Court of California ) issued an order granting final approval of the settlement of (i) the consolidated state derivative lawsuits titled *Oriente v. Scarlett, et al.*, Case No. CIV 528121 and *Cavel v. Scarlett, et al.*, Case No. CIV 535151, pending in the Superior Court of California (collectively, the State Derivative Action ), and (ii) the consolidated federal derivative lawsuits titled *DiLaura v. Scarlett, et al.*, Case No. 4:15-CV-02989 and *Haddock v. Scarlett, et al.*, Case No. 3:15-CV-03007, pending in the United States District Court, Northern District of California (collectively, the Federal Derivative Action ). The State Derivative Action and the Federal Derivative Action are referred to collectively as the Derivative Actions .

Pursuant to the Amended Stipulation of Settlement attached as Exhibit 99.3 to the Current Report on Form 8-K filed by Geron Corporation (the Company or Geron ) with the United States Securities and Exchange Commission on August 25, 2016, in exchange for a release of all claims by the plaintiffs to the Derivative Actions and a dismissal of the Derivative Actions with prejudice, the Company has agreed to (i) implement certain corporate governance refinements, and (ii) instruct the Company s insurer to pay the plaintiffs attorneys a total of \$950,000 United States dollars. The settlement does not constitute any admission of fault or wrongdoing by Geron or any of the individual defendants. No Company funds are expected to be used to pay the attorneys fee award.

The settlement does not involve the stockholder class actions consolidated under the caption *In re: Geron Corporation Securities Litigation*, Case No. 3:14-CV-01224-CRB, which is currently pending in the United States District Court, Northern District of California.

**Use of Forward-Looking Statements**

Except for the historical information contained herein, this Current Report on Form 8-K contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that statements in this Current Report on Form 8-K regarding: (i) the settlement of the Derivative Actions, (ii) the involvement of other actions in such settlement, (iii) expected payment of the attorney s fee award by the Company s insurer, and (iv) other statements that are not historical facts, constitute forward-looking statements. These statements involve risks and uncertainties that can cause actual results to differ materially from those in such forward-looking statements. These risks and uncertainties, include, without limitation, risks and uncertainties related to: (i) compliance with the Amended Stipulation of Settlement, (ii) the settlement not having the expected impact, including resolving the Derivative Actions; (iii) the settlement requiring more activity or expense than expected, and (iv) satisfactory resolution of pending and any future litigation or other disagreements with others. Additional information on the above risks and uncertainties and additional risks, uncertainties and factors that could cause actual results to differ materially from those in the forward-looking statements are contained in Geron s periodic reports filed with the United States Securities and Exchange Commission under the heading Risk Factors, including Geron s quarterly report on Form 10-Q for the quarter ended September 30, 2016. Undue reliance should not be placed on forward-looking statements, which speak only as of the date they are made, and the facts and assumptions underlying the forward-looking statements may change. Except as required by law, Geron disclaims any obligation to update these forward-looking statements to reflect future information, events or circumstances.

**SIGNATURE**

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: November 21, 2016 By: /s/ Stephen N. Rosenfield  
Stephen N. Rosenfield  
Executive Vice President, General  
Counsel and Corporate Secretary