

STEMCELLS INC
Form 8-K
October 25, 2004

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**UNITED STATES
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): May 25, 2004

StemCells, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-19871

94-3078125

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

3155 Porter Drive, Palo Alto, California

94304

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(605) 475-3100**

(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 (see General Instruction A.2. below):

- 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective May 25, 2004, StemCells, Inc. (the Company) filed an amendment to its Restated Certificate of Incorporation to increase the total number of shares of stock that the Company shall have the authority to issue from 76,000,000 shares to 126,000,000 shares. A copy of the Certificate of Amendment, as filed, is attached hereto as Exhibit 4.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 4.1 Certificate of Amendment of the Restated Certificate of Incorporation of StemCells, Inc.

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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: October 25, 2004

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Exhibit 4.1	Certificate of Amendment of the Restated Certificate of Incorporation of StemCells, Inc.
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