

STEMCELLS INC  
Form 8-K  
July 08, 2014

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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):

July 7, 2014

StemCells, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

000-19871

(Commission  
File Number)

94-3078125

(I.R.S. Employer  
Identification No.)

7707 Gateway Blvd, Suite 140, Newark,  
California

94560

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

510.456.4000

Not Applicable

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 7, 2014, the Board of Directors (the "Board") of StemCells, Inc. (the "Company"), acting by unanimous written consent, elected Alan O. Trounson to the Board, effective July 7, 2014. Dr. Trounson will serve on the Board as a Class II Director until the Company's 2017 annual stockholder meeting and until his successor is duly elected and qualified. There was no arrangement or understanding between the Company and Dr. Trounson pursuant to which he was selected as a director of the Company. Dr. Trounson will receive cash and equity compensation for his service as a non-employee director as described under "Director Compensation" in the Company's definitive proxy statement as filed with the Securities and Exchange Commission on April 30, 2014.

**Item 8.01 Other Events.**

On July 7, 2014 the Company announced the appointment of Alan O. Trounson to its Board. The full text of the press release is attached as Exhibit 99.1.

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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.

*July 8, 2014*

By: */s/ Kenneth B. Stratton*

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*Name: Kenneth B. Stratton*

*Title: General Counsel*

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### Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated July 7, 2014