

ADVANCED CELL TECHNOLOGY, INC.
Form DEFA14A
December 08, 2005
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

ADVANCED CELL TECHNOLOGY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- | | |
|-----|---|
| (1) | Title of each class of securities to which transaction applies: |
| (2) | Aggregate number of securities to which transaction applies: |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction: |
| (5) | Total fee paid: |
- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- | | |
|-----|---|
| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ADVANCED CELL TECHNOLOGY, INC.
381 Plantation Street
Worcester, Massachusetts 06561

**PROXY SUPPLEMENT
TO
PROXY STATEMENT
FOR
ANNUAL MEETING OF STOCKHOLDERS**

To Be Held on Monday, December 19, 2005

The purpose of this Proxy Supplement to the Proxy Statement dated December 5, 2005 (the "Proxy Statement"), for the Annual Meeting of Stockholders of Advanced Cell Technology, Inc. (the "Company"), to be held on Monday, December 19, 2005, at 10:00 a.m. at the offices of Heller Ehrman LLP, 333 South Hope Street, 39th floor, Los Angeles, CA 90071, is to correct the number of shares of the Company's common stock beneficially owned by one of our directors, Dr. Erkki Ruoslahti, as set forth in the Beneficial Ownership Table appearing on page 3 of the Proxy Statement.

The number of shares of common stock beneficially owned as of October 31, 2005 by Dr. Ruoslahti is hereby amended to read 20,086, which is less than 1% of the total number of shares outstanding on that date. Accordingly, the aggregate number of shares of the Company's common stock beneficially owned by all directors and executive officers as a group is hereby amended to read 6,569,926, which represents 22.2% of the total number of shares of the Company's common stock outstanding as of October 31, 2005.

Worcester, Massachusetts
December 8, 2005

By order of the Board of Directors,
/s/ JONATHAN F. ATZEN
Secretary