

GERON CORP  
Form 8-K  
December 06, 2010

**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): December 6, 2010

**GERON CORPORATION**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>0-20859</b>	<b>75-2287752</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**230 CONSTITUTION DRIVE**

**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 December 6, 2010, Geron Corporation (the “Company”), announced that it is offering to sell shares of its common stock in an underwritten public offering pursuant to an effective shelf registration statement on Form S-3 and an accompanying prospectus the Company filed with the Securities and Exchange Commission on July 9, 2010, which became effective on July 22, 2010 (Registration Statement No. 333-160498).

The Company’s press release, dated December 6, 2010, announcing the offering is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press release of Geron Corporation, dated December 6, 2010.

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**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: December 6, 2010 By: /s/ Olivia K. Bloom

Olivia K. Bloom  
Controller, Vice  
President  
Chief Accounting  
Officer