

STEMCELLS INC  
Form 8-K  
November 03, 2004

**Table of Contents**

---

---

**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): **November 1, 2004**

**StemCells, Inc.**

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation)                            | <b>0-19871</b><br>(Commission<br>File Number) | <b>94-3078125</b><br>(IRS Employer<br>Identification No.) |
| <b>3155 Porter Drive, Palo Alto,<br/>California</b><br>(Address of principal executive offices) |   | <b>94304</b><br>(Zip Code)                                |

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

**TABLE OF CONTENTS**

ITEM 8.01 OTHER EVENTS.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

SIGNATURES

EXHIBIT INDEX

EXHIBIT 99.1

---

**Table of Contents**

**ITEM 8.01 OTHER EVENTS.**

On November 1, 2004, StemCells, Inc. (the Company ) issued a press release announcing the completion by the Company of a private placement of its registered common stock. The full text of the press release is attached hereto as Exhibit 99.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits.

Exhibit 99.1 Press release

---

**Table of Contents**

**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: November 2, 2004

---

**Table of Contents**

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b> |
|------------------------|--------------------|
| 99.1                   | Press release      |