

STEMCELLS INC  
Form 8-K  
November 01, 2011

**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, 2011**

**StemCells, Inc.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**7707 Gateway Blvd, Suite 140,**

**000-19871**  
**(Commission**

**File Number)**

**94-3078125**  
**(I.R.S. Employer**

**Identification No.)**

**94560**

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**Newark, California**  
(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))

**Item 2.02 Results of Operations and Financial Condition.**

On November 1, 2011, StemCells, Inc. (the Company ) issued a press release announcing its financial results for the three months ended September 30, 2011. A copy of this press release is attached hereto as Exhibit 99.1.

The Company will host a live conference call and webcast on November 1, 2011, at 4:30 PM Eastern Time (1:30 PM Pacific Time), to discuss its financial results and recent business activities. Interested parties are invited to listen to the call over the Internet via the Investors section of the Company s website at <http://investor.stemcellsinc.com/phoenix.zhtml?c=86230&p=irol-irhome>. An archived version of the webcast will be available for replay on the Company s website beginning approximately two hours following the conclusion of the live call and continuing for a period of 30 days.

The information set forth in Items 2.02 and 9.01 of this current report Form 8-K, including the attached exhibit, is being furnished to the SEC and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ( Exchange Act ), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press Release, dated November 1, 2011, announcing the Company s financial results for the three months ended September 30, 2011.

**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.

*November 1, 2011*

*By: /s/ Kenneth Stratton  
Name: Kenneth Stratton  
Title: General Counsel*

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of StemCells, Inc. dated November 1, 2011