

GERON CORP  
Form 8-K  
September 18, 2015

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): **September 15, 2015**

**GERON CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-20859**  
(Commission File Number)

**75-2287752**  
(IRS Employer  
Identification No.)

**149 COMMONWEALTH DRIVE, SUITE 2070**  
**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 1.01 Entry into a Material Definitive Agreement.**

On September 15, 2015, Geron Corporation ( Geron or the Company ) entered into the fifth amendment (the Fifth Amendment ) of the Office Lease Agreement (the Lease ) with Exponent Realty, LLC, with respect to the premises located at 149 Commonwealth Drive, Menlo Park, California. The Lease, which was entered on February 29, 2012, has previously been amended pursuant to the First Amendment dated January 10, 2014, the Second Amendment dated January 31, 2014, the Third Amendment dated February 27, 2014 and the Fourth Amendment dated May 9, 2014. Pursuant to the Fifth Amendment, the term of the Lease has been extended from February 1, 2016 to January 31, 2018. The parties have agreed that commencing February 1, 2016, Geron shall occupy approximately 14,485 rentable square feet, and the base rent with respect thereto shall be \$3.80 per rentable square foot per month.

The foregoing description of the Fifth Amendment is not complete and is qualified in its entirety by reference to the full text of such amendment, a copy of which is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 10.1                  | Fifth Amendment to Office Lease Agreement by and between Geron Corporation and Exponent Realty, LLC, dated September 15, 2015. |

**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: September 18, 2015

By: /s/ Stephen N. Rosenfield  
Stephen N. Rosenfield  
Executive Vice President, General  
Counsel and Corporate Secretary

**EXHIBIT INDEX**

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