

Edgar Filing: GERON CORPORATION - Form S-3/A

GERON CORPORATION
Form S-3/A
April 11, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 11, 2002
REGISTRATION NO. 333-83978

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GERON CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

75-2287752
(I.R.S. Employer
Identification No.)

230 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(650) 473-7700
(Address, Including Zip Code and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

THOMAS B. OKARMA
PRESIDENT AND CHIEF EXECUTIVE OFFICER
GERON CORPORATION
230 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(650) 473-7700
(Name, Address, Including Zip Code and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:

Alan C. Mendelson, Esq.
Latham & Watkins
135 Commonwealth Drive
Menlo Park, California 94025
(650) 328-4600

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From
time to time after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act
of 1933, other than securities offered only in connection with dividend or
interest reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule
434, please check the following box. []

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR
DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL
FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION
STATEMENT SHALL HEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF
THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME
EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING
PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.
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Explanatory Note

The purpose of this exhibit is to file two exhibits to the registration
statement. Exhibit 4.1 was previously filed with a confidential treatment
request, this Exhibit 4.1 is being re-filed in its complete form as the
Registrant is no longer seeking confidential treatment for this exhibit.
Exhibit 10.1 was previously filed with a confidential treatment request,
Exhibit 10.1 is being re-filed in a redacted form to reflect the Registrant's
current confidential treatment request with respect to this exhibit.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

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Item 16. Exhibits.

Exhibits	Description
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4.1	Common Stock Purchase Agreement dated as of March 5, 2002, by and between Registrant and Lynx Therapeutics, Inc.
5.1*	Opinion of Latham & Watkins.
10.1+	Purchase Agreement dated March 5, 2002, by and between Registrant and Lynx Therapeutics, Inc.
23.1*	Consent of Ernst & Young LLP, Independent Auditors.
23.2*	Consent of Latham & Watkins (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page to this Registration Statement).

* Previously filed.

+ Confidential treatment has been requested.

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Menlo Park, State of California, on April 11, 2002.

GERON CORPORATION

By: /s/ David L. Greenwood

David L. Greenwood
Senior Vice President and
Chief Financial Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date ----
/s/ Thomas B. Okarma ----- Thomas B. Okarma	Chief Executive Officer, President and Director (principal executive officer)	April 11, 2002
/s/ David L. Greenwood ----- David L. Greenwood	Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	April 11, 2002
* ----- Alexander E. Barkas, Ph.D.	Director	April 11, 2002
* ----- Edward V. Fritzký	Director	April 11, 2002
* ----- Thomas D. Kiley	Director	April 11, 2002
* ----- Robert B. Stein	Director	April 11, 2002
* ----- John P. Walker	Director	April 11, 2002
* ----- Patrick J. Zenner	Director	April 11, 2002

*By his signature below, the undersigned, pursuant to duly authorized power of attorney filed with Commission, has signed this Amendment No. 1 to the Registration Statement on behalf of the person

/s/ David L. Greenwood

David L. Greenwood
Attorney-in-Fact

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EXHIBIT INDEX

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