

Edgar Filing: GERON CORP - Form 8-K

GERON CORP
Form 8-K
June 18, 2007

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): June 14, 2007

GERON CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 0-20859 | 75-2287752 |
| (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 (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))

Item 1.01 Amendment to Material Definitive Agreement.

On June 14, 2007, Geron Corporation ("the Company") and the Biotechnology Research Corporation Limited, a company incorporated under the laws of Hong Kong

Edgar Filing: GERON CORP - Form 8-K

("BRC"), entered into an Amended and Restated Joint Venture Agreement (the "Amended JVA") and a Restructuring Agreement (the "Restructuring Agreement," together with the Amended JVA, the "Agreements") related to TA Therapeutics Limited, the joint venture in Hong Kong between the Company and BRC ("TAT"). Upon execution of the Agreements, the Company owns 75% of TAT and BRC owns 25%.

Pursuant to the Agreements, the Company paid an aggregate capital contribution of \$4 million and BRC paid an aggregate capital contribution of \$6 million. BRC will contribute an additional \$2 million, payable in two equal installments of \$1.0 million each, to support drug discovery research. Any further capital needed by TAT will be provided by either the Company or through other financing sources as may be available.

The Board of Directors of TAT shall be comprised of up to six members, of which four will be from the Company and two will be from BRC. In addition, a Joint Development Committee and a Joint Discovery Research Committee shall oversee and provide day-to-day management of the research, development, and commercialization activities of TAT.

BRC is a company established by the Hong Kong University of Science and Technology, the Company's research partner.

Item 8.01 Other Events.

The Company deems the following information to be material:

The Company's Press Release, dated June 18, 2007, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements.

None.

(b) Pro Forma Financial Information

None.

(c) Exhibits:

99.1 Press Release of Geron Corporation, dated June 18, 2007.

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.

GERON CORPORATION

Date: June 18, 2007

By: /s/ David L. Greenwood

Edgar Filing: GERON CORP - Form 8-K

David L. Greenwood
Executive Vice President and Chief
Financial Officer