

STEMCELLS INC  
Form SC 13G  
December 23, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

**STEMCELLS, INC.**  
(Name of Issuer)

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**  
(Title of Class of Securities)

**85857R204**  
(CUSIP Number)

**DECEMBER 22, 2011**  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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<b>1</b> NAMES OF REPORTING PERSONS  ICS Opportunities, Ltd.
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>
<b>3</b> SEC USE ONLY
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-
<b>6</b> SHARED VOTING POWER  2,400,734 (See Item 4(a))
<b>7</b> SOLE DISPOSITIVE POWER  -0-
<b>8</b> SHARED DISPOSITIVE POWER  2,400,734 (See Item 4(a))
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,400,734 (See Item 4(a))
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>
<b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.999% (See Item 4(a))

12TYPE OF REPORTING PERSON

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<b>1</b> NAMES OF REPORTING PERSONS  Millennium International Management LP	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-	
<b>6</b> SHARED VOTING POWER  2,400,734 (See Item 4(a))	
<b>7</b> SOLE DISPOSITIVE POWER  -0-	
<b>8</b> SHARED DISPOSITIVE POWER  2,400,734 (See Item 4(a))	
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<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.999% (See Item 4(a))	

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<b>1</b> NAMES OF REPORTING PERSONS  Millennium International Management GP LLC	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-	
<b>6</b> SHARED VOTING POWER  2,400,734 (See Item 4(a))	
<b>7</b> SOLE DISPOSITIVE POWER  -0-	
<b>8</b> SHARED DISPOSITIVE POWER  2,400,734 (See Item 4(a))	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,400,734 (See Item 4(a))	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.999% (See Item 4(a))	

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<b>1</b> NAMES OF REPORTING PERSONS  Millennium Management LLC	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-	
<b>6</b> SHARED VOTING POWER  2,400,734 (See Item 4(a))	
<b>7</b> SOLE DISPOSITIVE POWER  -0-	
<b>8</b> SHARED DISPOSITIVE POWER  2,400,734 (See Item 4(a))	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,400,734 (See Item 4(a))	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.999% (See Item 4(a))	



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<b>1</b> NAMES OF REPORTING PERSONS  Israel A. Englander	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-	
<b>6</b> SHARED VOTING POWER  2,400,734 (See Item 4(a))	
<b>7</b> SOLE DISPOSITIVE POWER  -0-	
<b>8</b> SHARED DISPOSITIVE POWER  2,400,734 (See Item 4(a))	
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<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>11</b>	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.999% (See Item 4(a))

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Item 1.

(a)Name of Issuer:

StemCells, Inc., a Delaware corporation (the "Issuer").

(b)Address of Issuer's Principal Executive Offices:

7707 Gateway Boulevard  
Newark, California 94560

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

ICS Opportunities, Ltd.  
c/o Millennium International Management LP  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Cayman Islands

Millennium International Management LP  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

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Millennium International Management GP LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Israel A. Englander  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: United States

(d)Title of Class of Securities: common stock, par value \$0.01 per share ("Common Stock")

(e)CUSIP Number: 85857R204

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
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(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

As of the close of business on December 22, 2011, ICS Opportunities, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("ICS Opportunities"), held: i) 674,841 shares of the Issuer's Common Stock; ii) 800,000 Series A warrants; and iii) 800,000 Series B warrants. Each Series A warrant entitles the holder to purchase one share of the Issuer's Common Stock at an initial exercise price of \$1.40 per share. The Series A warrants are exercisable immediately and will expire on December 21, 2016. Each Series B warrant entitles the holder to purchase one unit, each of which consists of one share of the Issuer's Common Stock and one Series A warrant to purchase one share of the Issuer's Common Stock. The Series B warrants are exercisable immediately at an initial exercise price of \$1.25 per unit. The Series B warrants will expire on May 2, 2012. However, due to the limits on the exercise of the Series B warrants included in the terms thereof, the holder will not have the right to exercise any portion of the Series B warrants if the holder, together with its affiliates, would beneficially own in excess of 9.999% of the number of shares of the Issuer's Common Stock outstanding immediately after the exercise. Consequently, as of the close of business on December 22, 2011, ICS Opportunities beneficially owned 2,400,734 shares or approximately 9.999% of the Issuer's Common Stock outstanding (calculated pursuant to Rule 13d-3).

Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to ICS Opportunities and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities.

Millennium International Management GP LLC, a Delaware limited liability company ("Millennium International Management GP"), is the general partner of Millennium International Management and may also be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the 100% shareholder of ICS Opportunities and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities.

Israel A. Englander, a United States citizen ("Mr. Englander"), is the managing member of Millennium International Management GP and of Millennium Management. Consequently, Mr. Englander may also be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities.

The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium International Management GP, Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by ICS Opportunities.

(b) Percent of Class:

9.999% of the Issuer's Common Stock (see Item 4(a) above), which percentage was calculated based on 22,283,853 shares of Common Stock outstanding as of December 22, 2011 as per the Issuer's prospectus supplement dated December 16, 2011.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

2,400,734

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

2,400,734

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of December 22, 2011, by and among ICS Opportunities, Ltd., Millennium International Management LP, Millennium International Management GP LLC, Millennium Management LLC and Israel A. Englander.

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**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: December 22, 2011

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,  
its Investment Manager

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

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/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander

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**EXHIBIT I                      JOINT FILING AGREEMENT**

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.01 per share, of StemCells, Inc., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: December 22, 2011

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,  
its Investment Manager

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

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/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander