

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

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AMENDMENT NO. 1 TO

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

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

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DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

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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)

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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)

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Copies to:

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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.

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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. [ ]

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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  |
|----------|--|
| -----    | -----  |
| 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

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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<br>-----                                    | Title<br>-----   | Date<br>----   |
|---|--|----------------|
| /s/ Thomas B. Okarma<br>-----<br>Thomas B. Okarma     | Chief Executive Officer, President and<br>Director (principal executive officer)                     | April 11, 2002 |
| /s/ David L. Greenwood<br>-----<br>David L. Greenwood | Senior Vice President and Chief<br>Financial Officer (principal financial<br>and accounting officer) | April 11, 2002 |
| *<br>-----<br>Alexander E. Barkas, Ph.D.              | Director   | April 11, 2002 |
| *<br>-----<br>Edward V. Fritzky                       | Director   | April 11, 2002 |
| *<br>-----<br>Thomas D. Kiley                         | Director   | April 11, 2002 |
| *<br>-----<br>Robert B. Stein                         | Director   | April 11, 2002 |
| *<br>-----<br>John P. Walker                          | Director   | April 11, 2002 |
| *<br>-----<br>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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| +        | Confidential treatment has been requested.   |