

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): **October 14, 2008**

INTERNATIONAL STEM CELL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-51891
(Commission File Number)

20-4494098
(IRS Employer Identification
Number)

2595 Jason Court, Oceanside, California 92056
(Address of principal executive offices, including zip code)

(760) 940-6383
(Registrant's telephone number, including area code)

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements for Certain Officers

Effective October 14, 2008, the Board of Directors of International Stem Cell Corporation has elected Mr. Rouslan Semechkin to its Board of Directors. Mr. Semechkin was elected pursuant to the terms of the Securities Purchase Agreement dated August 20, 2008 pursuant to which the Company sold shares of Series C Preferred Stock to X Master, Inc., a New Hampshire-based corporation of which Mr. Semechkin is President.

Mr. Semechkin brings to International Stem Cell Corporation both scientific expertise and international relationships. He has for the past 5 years been pursuing an academic career and since May 2006 has been president of X-Master, Inc. a New Hampshire based company with investments in real estate and other assets. He is an honors graduate of the Moscow State University and is a specialist in the analysis of biological processes and mathematical modeling in biology. He is a Member of the American Mathematical Society.

Mr. Semechkin is not related to and has no relationship to any other Board Member or executive officer and is not party to any transaction with the company except as President of X-Master, Inc. which has invested \$2,000,000 in the company and committed to invest up to an additional \$1,000,000 in December, 2008 subject to determination that there have been no adverse changes in the company prior to that date

ITEM 9.01 Financial Statements and Exhibits.

(d)EXHIBITS

Exhibit No.	Exhibit Description
99.1	Press Release dated October 16, 2008

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.

International Stem Cell Corporation

By: /s/ Kenneth C. Aldrich

Kenneth C. Aldrich

Chief Executive Officer

Dated: October 16, 2008

EXHIBIT INDEX

Exhibit No.	Exhibit Description
99.1	Press Release dated October 16, 2008

**INTERNATIONAL STEM CELL CORPORATION
NAMES ROUSLAN SEMECHKIN TO BOARD OF DIRECTORS**

Oceanside, California -- October 16, 2008– International Stem Cell Corporation (OTCBB:ISCO) (www.internationalstemcell.com), a California-based, early-stage stem cell therapeutics company, announced today that Rouslan Semechkin has joined its Board of Directors.

International Stem Cell Corporation's focus is on the development of stem cell based treatment of diabetes, liver disease and diseases of the retina and providing specialized cells and media to others for cell based research. It maintains corporate and research facilities in Oceanside, California; production and product development in Walkersville, Maryland; and international research facilities in Moscow, Russia.

Mr. Semechkin brings to International Stem Cell Corporation both scientific expertise and international relationships. He is an honors graduate of the Moscow State University and is a specialist in the analysis of biological processes and mathematical modeling in biology. He is a Member of the American Mathematical Society and President of X-Master, Inc., a New Hampshire based company with investments in real estate and other assets.

About International Stem Cell Corporation (ISCO.OB):

International Stem Cell Corporation (ISCO) is a California biotechnology company focused on developing therapeutic and research products. ISCO's technology, *Parthenogenesis*, results in the creation of pluripotent human stem cell lines from unfertilized human eggs. ISCO scientists also have created the first *Parthenogenetic homozygous stem cell line (phSC-Hhom-4)* that can be a source of therapeutic cells that will not be immune rejected after transplantation into millions of individuals of differing sexes, ages and racial groups. These advancements offer the potential to create the first true "Stem Cell Bank" and address ethical issues by eliminating the need to use or destroy fertilized embryos. ISCO also produces and markets specialized cells and growth media worldwide for therapeutic research through its subsidiary Lifeline Cell Technology. For more information, visit the ISCO website at: www.internationalstemcell.com.

To subscribe to receive ongoing corporate communications please click on the following link: <http://www.b2i.us/irpass.asp?BzID=1468&to=ea&s=0>.

Forward-Looking Statements

Statements pertaining to future financial and/or operating results, future growth in research, technology, clinical development and potential opportunities for the company and its subsidiary, along with other statements about the future expectations, beliefs, goals, plans, or prospects expressed by management constitute forward-looking statements. Any statements that are not historical fact (including, but not limited to statements that contain words such as "will," "believes," "plans," "anticipates," "expects," "estimates,") should also be considered to be forward-looking statements. Forward-looking statements involve risks and uncertainties, including, without limitation, risks inherent in the development and/or commercialization of potential products, uncertainty in the results of clinical trials or regulatory approvals, need and ability to obtain future capital, and maintenance of intellectual property rights. Actual results may differ materially from the results anticipated in these forward-looking statements and as such should be evaluated together with the many uncertainties that affect the company's business, particularly those mentioned in the cautionary statements found in the company's Securities and Exchange Commission filings. The company disclaims any intent or obligation to update these forward-looking statements.

Key Words: Stem Cells, Biotechnology, Parthenogenesis, Liver Disease; Diabetes; Retinal Disease

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