

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Semechkin Andrey (Last) (First) (Middle) C/O INTERNATIONAL STEM CELL CORP. 5950 PRIESTLY DRIVE (Street) CARLSBAD CA 92008 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol International Stem Cell CORP [ISCO:OB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
	3. Date of Earliest Transaction (Month/Day/Year) 07/24/2013		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/24/2013		P		5,998,999	A	\$0.15	18,536,799	D	
Common Stock								8,000,000	I	By Corporation ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Warrant (Right to Buy)	\$0.15 ⁽²⁾	07/24/2013		P		5,998,999		07/24/2013	07/24/2018	Common Stock	5,998,999 ⁽⁵⁾	\$0	5,998,999	D	
Series B Warrant (4) (Right to Buy)	\$0.15 ⁽³⁾	07/24/2013		P		5,998,999		07/24/2013	10/23/2013	See Footnote ⁽⁴⁾	11,997,998 ⁽⁵⁾	\$0	5,998,999	D	

Explanation of Responses:

1. Common Stock is owned by X-Master, Inc., a New Hampshire Corporation of which the reporting person is a director and sole shareholder.
2. Exercise price is initially set at \$0.15 per share, subject to adjustments in the event of certain transactions as defined in the warrant agreement.
3. Exercise price is subject to adjustment and is initially set at \$0.15 per unit. On the Adjustment Date (as defined in the warrant agreement) the exercised price will be reduced to 80% of the closing bid price of the Issuer's common Stock on the adjustment date (if that is lower than the then current exercise price) . Additionally, the exercise price is subject to further adjustments in the event of certain transactions as defined in the warrant agreement.
4. Exercisable for Units. Each Unit consists of one share of common stock of the company and one Series A Warrant.
5. Assuming full exercise of the Series A Warrants issued on exercise of the Series B Warrants. Number of underlying securities issuable under the warrants is subject to a 4.999% beneficial ownership limitation; except for in the event of a fundamental transaction (as defined in the warrant agreement) the beneficial ownership limitation is set at 9.99%

/s/ Jay Novak, Attorney-in-Fact 07/26/2013

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.