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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2011

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d0 OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 0-51891

INTERNATIONAL STEM CELL CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	**20-4494098**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

5950 Priestly Drive
Carlsbad, CA 92008
(Address of Principal Executive Offices)

(760) 940-6383
(Registrant's telephone number)

Indicated by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of November 11, 2011 the Registrant had 79,814,115 shares of Common Stock outstanding.

EXPLANATORY NOTE

We filed an Amended Annual Report on Form 10-K/A for the Year Ended December 31, 2010. The nature of the restatement related to the Company incorrectly accounting for certain warrants since we did not properly apply FASB ASC 815-40-15 (formerly known as EITF 07-5 "Determining Whether an Instrument (or Embedded Feature) is Indexed to an Entity's Own Stock Price"), for the accounting of these warrants. Therefore, we restated our audited financial statements and related disclosures for the year ended December 31, 2010 as discussed in Note 2 to the Form 10-K/A.

Background of the Restatement

On May 25, 2011, International Stem Cell ("the Company") concluded, based on the recommendation of management, that the previously issued financial statements for the years ended December 31, 2010 and 2009 included in the Company's most recently filed Form 10-K, and each of the quarterly periods from March 31, 2009 through September 30, 2010 included in the Company's quarterly reports on Forms 10-Q (collectively, the "Affected Periods") were no longer reliable because they failed to incorporate non-cash charges resulting from required adjustments to certain outstanding warrants (the "Warrants").

The following is a brief summary of the accounting errors:

(a) The Company adopted the FASB Emerging Issues Task Force's Issue No 07-5, "Determining Whether an Instrument (or Embedded Feature) is Indexed to an Entity's own Stock" ("EITF 07-5"), now codified in ASC 815-40, as of January 1, 2009. FASB ASC 815-40 provides guidance as to assessing equity versus liability treatment and classification for equity-linked financial instruments, including stock purchase warrants. Upon the adoption of FASB ASC 815-40, the Company did not properly assess the impacts of certain non-standard anti-dilution provisions that existed in certain then-outstanding stock purchase warrants, resulting in equity (versus liability) treatment and classification.

(b) Since the Company needed to restate its financial statements for the error noted above, we corrected another error we noted. In early 2009, the Company issued Series D Preferred Stock, which earns a cumulative dividend at a rate of 10% (approximately $107,000 per quarter), payable 15 days after each quarter end. From inception, the Company did not accrue this dividend but instead recorded the dividend when paid. The Company corrected this issue by restating the 2009 and 2010 financial statements by accruing dividends payable.

In this Form 10-Q for the three and nine months ended September 30, 2011 we have restated the 2010 comparative periods for the issues noted above.

We also filed an Amended 10-Q for the first quarter ended March 31, 2011 on Form 10-Q/A. The nature of this restatement related to the Company incorrectly accounting for a Term Sheet ("arrangement") related to its Lifeline Skin Care, Inc. ("SkinCare") products and not accruing amounts owed on this arrangement in the periods that related to net revenue generated within the reporting period. Therefore, we restated our unaudited financial statements and related disclosures for the quarter ended March 31, 2011 as discussed in Note 2 to the 2011 first quarter Form 10-Q/A.

Background of the Restatement

On August 15, 2011, International Stem Cell and Subsidiaries ("the Company") concluded, based on the recommendation of management, that the previously issued financial statements for the quarter ended March 31, 2011 included in the Company's most recently filed Form 10-Q, were no longer reliable because they failed to incorporate marketing expenses related to an arrangement with a third party for marketing services performed.

The following is a brief summary of the accounting error:

The Company signed a Term Sheet ("arrangement") in late 2010 with a consultant to assist with marketing, promoting, and selling skin care products through various proprietary mailings. As part of the arrangement, a test phase would take place during which SkinCare would pay 40% on net profits as defined in the arrangement generated from the proprietary mailings. The Company incorrectly did not accrue these amounts as marketing expenses related to net profits defined in the arrangement for the quarter ended March 31, 2011.

The amount of marketing expenses related to the arrangement was $304,983 for the quarter ended March 31, 2011. However, the Company incorrectly recorded marketing expenses of $150,000 related to the arrangement in the fourth quarter of 2010. The impact of this error was to overstate the deficit accumulated during the development stage by $150,000 and understate current assets (prepaid marketing expense) by $150,000 as of December 31, 2010. After careful consideration of applicable guidance, management believes the impact on quarter and year ended December 31, 2010 is immaterial. This decision was based on qualitative factors in the guidance, such as, that the impact of the error does not mask a change in earnings or other trends, it does not change a loss into income, it does not affect compliance with loan covenants, other contractual requirements or regulatory requirements, and it does not involve concealment of an unlawful transaction, and neither was it intentional or an indicator of an illegal act. Additionally, the Company is a development stage entity that has incurred losses of approximately $58 million from its inception, and management believes that a misstatement of a magnitude noted above would not significantly impact investors' decisions to invest in our company.

The Company has elected to correct the impact related to the 2010 error in the period ended March 31, 2011. Management believes the impact of this correction on the quarter ended March 31, 2011 is immaterial. This decision was based on the following qualitative factors that the impact of the error does not mask a change in earnings or other trends, it does not change a loss into income, it does not affect compliance with loan covenants, other contractual requirements or regulatory requirements, and it does not involve concealment of an unlawful transaction, and neither was it intentional or an indicator of an illegal act.

In this Form 10-Q , we have restated first quarter financial information that is included in the nine months ended September 30, 2011 for the issue noted above.

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(A Development Stage Company)
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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

International Stem Cell Corporation and Subsidiaries
(A Development Stage Company)
Condensed Consolidated Statements of Financial Condition

	September 30, 2011 (Unaudited)	December 31, 2010 (Restated)(1)
Assets		
Cash and cash equivalents	$ 2,584,396	$ 5,782,027
Accounts receivable	246,269	738,506
Inventory	1,496,723	856,083
Prepaid expenses and other current assets	283,951	228,338
Total current assets	4,611,339	7,604,954
Property and equipment, net	1,517,297	1,295,328
Patent licenses, net	1,179,857	986,714
Deposits and other assets	16,279	39,812
Total assets	$ 7,324,772	$ 9,926,808
Liabilities and Stockholders' Equity		
Accounts payable	$ 619,422	$ 582,824
Accrued expenses	667,363	545,781
Deferred revenue	187,311	759,667
Advances	250,000	250,000
Warrants to purchase common stock	465,028	2,399,605
Total current liabilities	2,189,124	4,537,877
Commitments and contingencies		
Stockholders' Equity		
Common stock, $.001 par value, 200,000,000 shares authorized, 79,303,415 shares and 74,771,107 shares issued and outstanding at September 30, 2011 and December 31, 2010, respectively	79,303	74,771
Convertible preferred stock, $.001 par value, 20,000,000 shares authorized, 2,800,043 shares issued and outstanding at September 30, 2011 and December 31, 2010, respectively		

	2,800	2,800
Subscription receivable on common stock	—	(4,875)
Additional paid-in capital	62,776,501	56,170,006
Deficit accumulated during the development stage	(57,722,956)	(50,853,771)
Total stockholders' equity	5,135,648	5,388,931
Total liabilities and stockholders' equity	$ 7,324,772	$ 9,926,808

(1) The Company restated its financial statements for the year ended December 31, 2010, and the quarter ended March 31, 2011. See explanatory note after cover page of this 10-Q and Note 1 to the unaudited condensed consolidated financial statements.

See accompanying notes to the unaudited condensed consolidated financial statements.

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International Stem Cell Corporation and Subsidiaries
(A Development Stage Company)
Condensed Consolidated Statements of Operations

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		Inception (August 2001) through September 30, 2011 (Restated) (1)
	2011	2010 (Restated) (1)	2011 (Restated) (1)	2010 (Restated) (1)	
Revenues					
Product sales	$ 842,059	$ 348,984	$ 3,471,284	$ 1,062,728	$ 6,570,449
Royalties and license	—	—	—	—	135,000
Total revenue	$ 842,059	$ 348,984	$ 3,471,284	$ 1,062,728	$ 6,705,449
Development expenses					
Cost of sales	360,716	149,573	1,151,841	510,279	2,867,313
Research and development	1,129,746	714,392	3,262,025	2,052,461	17,122,303
Marketing	364,930	22,486	1,028,936	447,480	3,428,085
General and administrative	2,107,885	2,402,675	6,476,355	5,811,496	29,800,177
Total development expenses	3,963,277	3,289,126	11,919,157	8,821,716	53,217,878
Loss from development activities	(3,121,218)	(2,940,142)	(8,447,873)	(7,758,988)	(46,512,429)
Other income (expense)					
Settlement with related company	—	—	—	—	(92,613)
Miscellaneous expense	(4,589)	(1,069)	(15,729)	(21,718)	(33,241)
Dividend income	—	1,124	—	27,123	92,875
Interest expense	—	—	—	(14,079)	(2,225,074)
Sublease income	3,000	2,100	7,650	5,625	306,083
Change in market value of warrants	558,864	(81,296)	1,908,382	(1,429,256)	(1,821,800)
Total other income (expense)	557,275	(79,141)	1,900,303	(1,432,305)	(3,773,770)
Loss before income taxes	(2,563,943)	(3,019,283)	(6,547,570)	(9,191,293)	(50,286,199)
Provision for income taxes	—	—	—	—	6,800

Net loss	$(2,563,943)	$(3,019,283)	$(6,547,570)	$ (9,191,293)	$(50,292,999)
Dividends on preferred stock	$ (108,384)	$ (14,300)	$ (321,615)	$ (1,252,367)	$ (7,859,764)
Net loss attributable to common stockholders	$(2,672,327)	$(3,033,583)	$(6,869,185)	$(10,443,660)	$(58,152,763)
Basic loss per common share	$ (0.03)	$ (0.04)	$ (0.09)	$ (0.16)	
Diluted loss per common share	$ (0.03)	$ (0.04)	$ (0.09)	$ (0.16)	
Share used in per share calculations:					
Weighted average shares outstanding	77,801,712	71,907,000	76,487,400	67,187,905	
Weighted average shares outstanding on a fully diluted basis	77,801,712	71,907,000	76,487,400	67,187,905	

(1) The Company restated its financial statements for the year ended December 31, 2010 and the quarter ended March 31, 2011. See explanatory note after cover page of this 10-Q and Note 1 to the unaudited condensed consolidated financial statements.

See accompanying notes to the unaudited condensed consolidated financial statements.

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International Stem Cell Corporation and Subsidiaries
(A Development Stage Company)
Condensed Consolidated Statements of Members' Deficit and Stockholders' Equity
(Unaudited)

	Common Stock		Convertible Preferred Stock Issued								
	Shares	Amount	Shares	Amount	Note Subscription on Perpetual Preferred	Subscription Receivable on Common Stock	Additional Paid-in Capital (Restated)(1)	Deficit accumulated during the Development Stage (Restated)(1)	Total Stockholders' Equity (Restated)(1)	Members' Deficit
Balance at August 17, 2001	—	$ —	—	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Members contribution										100,000
Net loss for the period from inception										(140,996)
Balance at December 31, 2001										(40,996)
Members contributions										250,000
Net loss for the year ended										(390,751)
Balance at December 31, 2002										(181,747)
Members contributions										195,000
Net loss for the year ended										(518,895)
Balance at December 31, 2003										(505,642)
Members contribution										1,110,000
Net loss for the year ended										(854,718)
Activity through December 31, 2004										(250,360)
Members contributions										780,000
Net loss for the year ended December 31, 2005										(1,385,745)
Balance at December 31, 2005										(856,105)
Members contribution										250,000
Effect of the Reorganization Transactions	20,000,000	20,000					2,665,000	(3,291,105)	(606,105)	606,105
BTHC transactions	2,209,993	2,210					(2,210)		—	
Offering costs							(2,778,082)		(2,778,082)	

Warrants issued for equity placement services							1,230,649		1,230,649	
Warrants issued for services							222,077		222,077	
Warrants issued with promissory note							637,828		637,828	
Common stock issued for services	1,350,000	1,350					1,348,650		1,350,000	
Issuance of common stock	10,436,502	10,436					10,371,512		10,381,948	
Stock-based compensation							842,374		842,374	
Net loss for the year ended December 31, 2006								(6,583,927)	(6,583,927)	
Balance at December 31, 2006	33,996,495	33,996	—	—	—	—	14,537,798	(9,875,032)	4,696,762	—

	Common Stock		Convertible Preferred Stock Issued							
	Shares	Amount	Shares	Amount	Note Subscription on Perpetual Preferred	Subscription Receivable on Common Stock	Additional Paid-in Capital (Restated)(1)	Deficit accumulated during the Development Stage (Restated)(1)	Total Stockholders' Equity (Restated)(1)	Members' Deficit
Offering costs							(382,124)		(382,124)	
Warrants issued for equity placement services							169,249		169,249	
Issuance of common stock	1,370,000	1,370					1,368,630		1,370,000	
Warrants exercised	3,000	3					2,997		3,000	
Stock-based compensation							427,496		427,496	
Net loss for the year ended December 31, 2007								(6,071,983)	(6,071,983)	
Balance at December 31, 2007	35,369,495	35,369	—	—			16,124,046	(15,947,015)	212,400	—
Issuance of Preferred Stock			3,550,010	3,550			4,546,450		4,550,000	
Warrants issued and beneficial conversion feature							910,963		910,963	
Issuance of Common Stock for services	3,041,180	3,041					593,358		596,399	
Stock-based compensation							734,867		734,867	
Deemed Dividend							1,581,627	(1,581,627)	—	
Net loss for the year ended December 31, 2008								(6,571,324)	(6,571,324)	
Balance at December 31, 2008	38,410,675	38,410	3,550,010	3,550	—		24,491,311	(24,099,966)	433,305	
Issuance of Preferred Stock			37				3,681,700		3,681,700	
Preferred Stock Subscription										
Issuance of Common Stock										
For services	1,208,140	1,208					940,974		942,182	
From conversion of preferred stock	3,726,800	3,727	(550,004)	(550)			(3,177)		—	
From conversion of debt	2,000,000	2,000					498,000		500,000	
From exercise of warrants	4,392,386	4,392			(2,700,000)		3,659,471		963,863	

From cashless exercise of warrants	3,510,206	3,511					279,376		282,887
For cash	2,786,628	2,787					1,397,213		1,400,000
Stock-based compensation							409,625		409,625
Warrants issued for services							281,416		281,416
Options issued for services							106,058		106,058
Deemed Dividend							3,161,700	(4,031,332)	(869,632)
Cumulative effect adjustment —warrant liabilities							(1,703,526)	429,807	(1,273,719)
Equity placement shares							(250,000)		(250,000)
Dividend on preferred stock								(364,329)	(364,329)
Net loss for the year ended December 31, 2009					(8,988)			(8,504,110)	(8,513,098)
Balance at December 31, 2009	56,034,835	$56,035	3,000,043	$ 3,000	$ (2,708,988)		$36,950,141	$(36,569,930)	$ (2,269,742)

	Common Stock		Convertible Preferred Stock Issued							
	Shares	Amount	Shares	Amount	Note Subscription on Perpetual Preferred	Subscription Receivable on Common Stock	Additional Paid-in Capital (Restated)(1)	Deficit accumulated during the Development Stage (Restated)(1)	Total Stockholders' Equity (Restated)(1)	Members' Deficit
Preferred Stock Subscription										
Issuance of Common Stock										
For services	749,167	749					1,083,651		1,084,400	
From conversion of preferred stock and options	800,000	800	(200,000)	(200)			(600)		—	
From conversion of debt										
From exercise of warrants	5,062,815	5,063			(3,254,513)	(4,875)	4,746,969		1,492,644	
From cashless exercise of warrants and options	1,531,150	1,531					1,536,393		1,537,924	
For cash	10,593,140	10,593					10,179,957		10,190,550	
Stock-based compensation							2,068,347		2,068,347	
Warrants issued for services										
Options issued for services										
Warrants reclassed to equity							804,971		804,971	
Deemed dividend on preferred stock								(1,036,778)	(1,036,778)	
Accrued and paid dividend on preferred stock								(524,083)	(524,083)	
Swap notes Receivable and Perpetual Preferred Stock					5,989,123		(1,199,823)		4,789,300	
Net loss for the year ended December 31, 2010					(25,622)			(12,722,980)	(12,748,602)	
Balance at December 31, 2010	74,771,107	$74,771	2,800,043	$ 2,800	$ —	$ (4,875)	$56,170,006	$(50,853,771)	$ 5,388,931	
Issuance of common stock										
For services	150,000	150					302,850		303,000	
From cashless exercise of warrants	55,208	55					26,140		26,195	
From exercise of options and warrants										

	827,100	827					407,814		408,641
For cash	3,500,000	3,500					3,051,130		3,054,630
Stock-based compensation							2,781,081		2,781,081
Warrants issued for services							37,480		37,480
Stock subscription						4,875			4,875
Accrued dividend on preferred stock								(321,615)	(321,615)
Net loss for the nine months ended September 30, 2011								(6,547,570)	(6,547,570)
Balance at September 30, 2011	79,303,415	$79,303	2,800,043	$ 2,800	$ —	$ —	$62,776,501	$(57,722,956)	$ 5,135,648

(1) The Company restated its financial statements for the year ended December 31, 2010, and the quarter ended March 31, 2011. See explanatory note after cover page of this 10-Q and Note 1 to the unaudited condensed consolidated financial statements.

See accompanying notes to the unaudited condensed consolidated financial statements.

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International Stem Cell Corporation and Subsidiaries
(A Development Stage Company)
Condensed Consolidated Statements of Cash Flows

(Unaudited)

	Nine Months Ended September 30,		Inception (August 2001) through September 30, 2011 (Restated)(1)
	2011 (Restated)(1)	2010 (Restated)(1)	
Net loss	$(6,547,570)	$ (9,191,293)	$(50,292,999)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	384,521	203,816	1,332,033
Accretion of discount on notes payable	—	—	103,304
Accretion of discount on bridge loans	—	—	637,828
Warrants issued for services	37,480	—	259,557
Non-cash compensation expense	2,781,081	1,545,758	7,651,264
Common stock issued for services	303,000	970,400	4,297,470
Amortization of discount on convertible notes	—	—	1,080,962
Interest on perpetual preferred stock notes receivable	—	(25,622)	(34,610)
Change in market value of warrants to purchase common stock	(1,908,382)	1,429,256	1,821,800
Allowance for inventory obsolescence	(15,000)	—	—
Loss on disposal of fixed assets	8,913	—	8,913
Changes in operating assets and liabilities			
(Increase) decrease in accounts receivable	492,237	(53,807)	(246,269)
(Increase) decrease in inventory	(625,640)	(133,822)	(1,496,723)
(Increase) decrease in prepaid expenses and other current assets	(55,613)	(47,363)	(283,951)
(Increase) decrease in deposits and other assets	23,533	(27,028)	(16,279)
Increase (decrease) in accounts payable	36,598	329,667	619,422
Increase (decrease) in accrued expenses	122,761	(52,175)	952,537
Increase (decrease) in deferred revenue	(572,356)	—	187,311
Increase (decrease) in related party payables	—	(469,673)	(164,504)

Net cash used in operating activities	(5,534,437)	(5,521,886)	(33,582,934)
Investing activities			
Purchases of property and equipment	(546,841)	(244,786)	(2,470,986)
Payments for patent licenses and trademarks	(261,705)	(255,177)	(1,567,113)
Net cash used in investing activities	(808,546)	(499,963)	(4,038,099)
Financing activities			
Proceeds from Members' contributions	—	—	2,685,000
Proceeds from issuance of common stock	3,054,630	8,835,549	26,494,360
Proceeds from issuance of preferred stock	—	2,410,750	12,260,750
Proceeds from issuance of convertible promissory notes	—	—	2,099,552
Proceeds from exercise of warrants and options	413,516	126,821	869,382
Payment of preferred stock dividends	(322,794)	(120,327)	(975,451)
Payment of promissory notes	—	—	(2,202,856)
Payment of offering costs	—	—	(1,760,308)
Proceeds from convertible debt, advances and loan payable	—	—	1,360,000
Payment of loan payable	—	—	(625,000)
Net cash provided by financing activities	3,145,352	11,252,793	40,205,429
Net (decrease) increase in cash and cash equivalents	(3,197,631)	5,230,944	2,584,396
Cash and cash equivalents, beginning of period	5,782,027	726,829	—
Cash and cash equivalents, end of period	$ 2,584,396	$ 5,957,773	$ 2,584,396
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ —	$ 30,468	$ 371,822

(1) The Company restated its financial statements for the year ended December 31, 2010, and the quarter ended March 31, 2011. See explanatory note after cover page of this 10-Q and Note 1 to the unaudited condensed consolidated financial statements.

	Nine Months Ended September 30,		Inception (August 2001) through September 30, 2011 (Restated) (1)
	2011 (Restated)(1)	2010 (Restated)(1)	
Cash paid for income taxes	$ —	$ 800	$ 11,148
Non-cash financing activities:			
Warrants issued with promissory notes	$ —	$ —	$ 637,828
Warrants issued for placements agent services	$ —	$ —	$1,230,649
Cashless exercise of warrants	$ 26,195	$ 1,523,523	$1,847,004
Deemed dividend on preferred stock	$ —	$ 1,036,778	$6,683,025
Dividend on preferred stock exchange for note receivable	$ —	$ 95,262	$ 95,262
Conversion of debt to common stock	$ —	$ —	$ 500,000
Discounts on convertible debt from beneficial conversion feature	$ —	$ —	$ 641,331
Payment of dividend through reduction of liabilities	$ —	$ 201,289	$ 201,289
Discounts on convertible debt from warrants	$ —	$ —	$ 269,632
Conversion of preferred stock	$ —	$ 800	$ 2,200
Non-cash sale of preferred stock	$ —	$ —	$ 381,700

(1) The Company restated its financial statements for the year ended December 31, 2010, and the quarter ended March 31, 2011. See explanatory note after cover page of this 10-Q and Note 1 to the unaudited condensed consolidated financial statements.

See accompanying notes to the unaudited condensed consolidated financial statements.

International Stem Cell Corporation and Subsidiaries
(A Development Stage Company)

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Organization and Significant Accounting Policies

Business Combination and Corporate Restructure

BTHC III, Inc. ("BTHC III" or the "Company") was organized in Delaware in June 2005 as a shell company to effect the reincorporation of BTHC III, LLC, a Texas limited liability company. On December 28, 2006, we affected a Share Exchange pursuant to which we acquired all of the stock of International Stem Cell Corporation, a California corporation ("ISC California"). After giving effect to the Share Exchange, the stockholders of ISC California owned 93.7% of our issued and outstanding shares of common stock. As a result of the Share Exchange, ISC California is now our wholly-owned subsidiary, though for accounting purposes it was deemed to have been the acquirer in a "reverse merger." In the reverse merger, BTHC III is considered the legal acquirer and ISC California is considered the accounting acquirer. On January 29, 2007, we changed our name from BTHC III, Inc. to International Stem Cell Corporation.

Lifeline Cell Technology, LLC ("Lifeline") was formed in the State of California on August 17, 2001. Lifeline is in the business of developing and manufacturing human cells and the reagents needed to culture and study human cells. Lifeline's scientists have used a technology, called basal medium optimization to systematically produce optimized products designed to culture specific human cell types and to elicit specific cellular behaviors. These techniques also produce products that do not contain non-human animal proteins, a feature desirable to the research and therapeutic markets. Lifeline is unique in the industry in that it has in place scientific and manufacturing staff with the experience and knowledge to set up systems and facilities to produce a source of consistent, standardized, non-human animal protein free cell products, some of which are suitable for FDA approval.

On July 1, 2006, Lifeline entered into an agreement among Lifeline, ISC California and the holders of membership units and warrants. Pursuant to the terms of the agreement, all the membership units in Lifeline were exchanged for 20,000,000 shares of ISC California Common Stock and for ISC California's assumption of Lifeline's obligations under the warrants. Lifeline became a wholly-owned subsidiary of ISC California.

Lifeline Skin Care, Inc. ("SkinCare") was formed in the State of California on June 5, 2009 and is a wholly-owned subsidiary of ISC California. SkinCare develops, manufactures and markets cosmetic skin care products using an ingredient derived from our human stem cell technologies. SkinCare currently sells its products nationally and internationally through a branded website and select distributors.

Going Concern

The Company continues in the development stage and as such has accumulated losses from inception and expects to incur additional losses in the near future. The Company needs to raise additional working capital. The timing and degree of any future capital requirements will depend on many factors. Currently our burn rate is approximately $610,000 per month, excluding capital expenditures and patent costs. There can be no assurance that the Company will be successful in maintaining its normal operating cash flow and that the timing of its capital expenditures will result in cash flow sufficient to sustain the Company's operations through 2012. Based on the above, there is substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements were prepared assuming that the Company is a going concern. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty. Management's plans in regard to these matters are focused on managing its cash flow, the proper timing of its capital expenditures, and raising additional capital or financing in the future.

Basis of Presentation

International Stem Cell Corporation was formed in June 2006. BTHC III, Inc. was a shell company that had no operations and no net assets. For accounting purposes the acquisition has been treated as a recapitalization of BTHC III with ISC California as the accounting acquirer (reverse acquisition). The historical statements prior to June 2006 are those of Lifeline Cell Technology, LLC, the wholly-owned subsidiary of ISC California.

The Company is a development-stage company with limited and less predictable revenue stream from its Lifeline Skin Care and Lifeline Cell Technology business units. The Company has not been profitable since inception as it continued to devote its resources to various scientific projects.

The accompanying unaudited condensed consolidated financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q.

They do not include all information and notes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material change in the information disclosed in the notes to consolidated financial statements included in the annual report on Form 10-K/A of International Stem Cell Corporation and Subsidiaries for the year ended December 31, 2010. When used in these notes, the terms "Company," "we," "us," or "our" mean International Stem Cell Corporation and all entities included in our unaudited condensed consolidated financial statements.

In the opinion of management, the unaudited condensed consolidated financial information for the interim periods presented reflects all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the Company's consolidated results of operations, financial position and cash flows. The unaudited condensed consolidated financial statements and the related notes should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2010 included in the Company's annual report on Form 10-K/A. Operating results for interim periods are not necessarily indicative of the operating results for any interim period or an entire year.

Amended Annual Report

On May 25, 2011, the Company concluded, based on the recommendation of management, that the previously issued financial statements for the years ended December 31, 2010 and 2009 included in the Company's most recently filed Form 10-K, and each of the quarterly periods from March 31, 2009 through September 30, 2010 included in the Company's quarterly reports on Forms 10-Q (collectively, the "Affected Periods") were no longer reliable because they failed to incorporate non-cash charges resulting from required adjustments to certain outstanding warrants (the "Warrants").

The following is a brief summary of the accounting errors:

(a) The Company adopted the FASB Emerging Issues Task Force's Issue No 07-5, "Determining Whether an Instrument (or Embedded Feature) is Indexed to an Entity's own Stock" ("EITF 07-5"), now codified in ASC 815-40, as of January 1, 2009. FASB ASC 815-40 provides guidance as to assessing equity versus liability treatment and classification for equity-linked financial instruments, including stock purchase warrants. Upon the adoption of FASB ASC 815-40, the Company did not properly assess the impacts of certain non-standard anti-dilution provisions that existed in certain then-outstanding stock purchase warrants, resulting in equity (versus liability) treatment and classification.

(b) Since the Company needed to restate its financial statements for the error noted above, we corrected another error we noted. In early 2009, the Company issued Series D Preferred Stock, which earns a cumulative dividend at a rate of 10% per annum (approximately $107,000 per quarter), payable 15 days after each quarter end. From inception, the Company did not accrue this dividend but instead recorded the dividend when paid. The Company corrected this issue by restating the 2009 and 2010 financial statements by accruing dividends payable.

In this Form 10-Q for the three and nine months ended September 30, 2011, we have restated the 2010 comparative periods for the issues noted above.

Amended Quarterly Report

On August 15, 2011, International Stem Cell and Subsidiaries ("the Company") concluded, based on the recommendation of management, that the previously issued financial statements for the quarter ended March 31, 2011 included in the Company's most recently filed Form 10-Q, were no longer reliable because they failed to incorporate marketing expenses related to an arrangement with a third party for marketing services performed.

The following is a brief summary of the accounting error:

The Company signed a Term Sheet ("arrangement") in late 2010 with a consultant to assist with marketing, promoting, and selling skin care products through various proprietary mailings. As part of the arrangement, a test phase would take place during which SkinCare would pay 40% on net profits as defined in the arrangement generated from the proprietary mailings. The Company did not accrue for these fees as marketing expenses related to net profits defined in the arrangement for the quarter ended March 31, 2011.

The amount of marketing expenses related to the arrangement was $304,983 for the quarter ended March 31, 2011. However, the Company incorrectly recorded marketing expenses of $150,000 related to the arrangement in the fourth quarter of 2010. The impact of this error was to overstate the deficit accumulated during the development stage by $150,000 and understate current assets (prepaid marketing expense) by $150,000 as of December 31, 2010. After careful consideration of applicable guidance, management believes the impact on quarter and year ended December 31, 2010 is immaterial. This decision was based on qualitative factors in the guidance, such as, that the impact of the error does not mask a change in earnings or other trends, it does not change a loss into income, it does not affect compliance with loan covenants, other contractual requirements or regulatory requirements, and it does not involve concealment of an unlawful transaction, and neither was it intentional or an indicator of an illegal act. Additionally, the Company is a development stage entity that has incurred losses of approximately $58 million from its inception, and management believes that a misstatement of a magnitude noted above would not significantly impact investors' decisions to invest in our company.

The Company has elected to correct the impact related to the 2010 error in the period ended March 31, 2011. Management believes the impact of this correction on the quarter ended March 31, 2011 is immaterial. This decision was based on the following qualitative

factors that the impact of the error does not mask a change in earnings or other trends, it does not change a loss into income, it does not affect compliance with loan covenants, other contractual requirements or regulatory requirements, and it does not involve concealment of an unlawful transaction, and neither was it intentional or an indicator of an illegal act.

In this Form 10-Q , we have restated first quarter financial information that is included in the nine months ended September 30, 2011 for the issue noted above.

Principles of Consolidation

The Company's consolidated financial statements include the accounts of International Stem Cell Corporation and its subsidiaries after intercompany balances and transactions have been eliminated.

The preparation of financial statements requires that management make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses, and related disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents.

Inventories

Inventories are accounted for using the first-in, first-out (FIFO) method and are stated at the lower of cost or market. Laboratory supplies used in the research and development process are expensed as consumed. Inventory is reviewed periodically for product expiration, excess and obsolescence and is adjusted accordingly.

Accounts Receivable

Trade accounts receivable are recorded at the net invoice value and are not interest bearing. Accounts receivable consist of trade accounts receivable from the sales of Lifeline Cell Technology's products and cash withheld by a third party merchant service provider. The amount withheld by the service provider represents a predetermined percentage of cash collected on the Company's behalf from credit card purchases primarily from sales of SkinCare products. The Company considers receivables past due based on the contractual payment terms. The Company reviews its exposure to amounts receivable and reserves specific amounts if collectability is no longer reasonably assured. As of September 30, 2011 and December 31, 2010, the Company did not have an allowance for bad debt as all accounts receivable were deemed collectible.

Property and Equipment

Property and equipment are stated at cost. The provision for depreciation and amortization is computed using the straight-line method over the estimated useful lives of the assets, which generally range from three to five years. The costs of major remodeling and leasehold improvements are capitalized and depreciated over the shorter of the remaining term of the lease or the life of the asset.

Patent Licenses

Patent licenses consist of acquired research and development rights used in research and development, which have alternative future uses, and capitalized legal costs associated with patent acquisition. Patent licenses are recorded at cost of $1,567,113 and $1,305,408 at September 30, 2011 and December 31, 2010, respectively, and are amortized on a straight-line basis over the shorter of the lives of the underlying patents or the useful lives of the licenses. Amortization expense for the three months ended September 30, 2011 and 2010 and nine months ended September 30, 2011 and 2010 totaled $24,241, $19,518, $68,561, and $54,235, respectively, and is included in research and development expense. Additional information regarding patent licenses is included in Note 4.

Long-lived Asset Impairment

The Company reviews long-lived assets for impairment when events or changes in business conditions indicate that their carrying value may not be recovered. The Company considers assets to be impaired and writes them down to fair value if expected associated cash flows are less than the carrying amounts. Fair value is the present value of the associated cash flows. The Company has determined that no material long-lived assets are impaired at September 30, 2011 and December 31, 2010.

Product Sales

The Company recognizes revenue from product sales at the time of shipment to the customer, provided no significant obligations remain and collection of the receivable is reasonably assured. If the customer has a right of return, the Company recognizes product revenues upon shipment, provided that future returns can be reasonably estimated. In the case where returns cannot be reasonably estimated, revenue will be deferred until such estimates can be made or the right of return has expired.

Deferred Revenue

The Company recognizes revenue from its LifeLine Skin Care products when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller's price to the buyer is fixed or determinable, and collectability is reasonably assured. However, the LifeLine Skin Care products have a 30-day right of return guarantee and therefore, we defer all revenue associated with these product sales until the 30-day guarantee has expired. In addition, all costs associated with these product sales are reclassified against the deferred revenue account so that the net deferred revenue balance is presented.

Revenue Arrangements with Multiple Deliverables

Periodically, the Company enters into revenue arrangements that contain multiple deliverables including any mix of products and/or services. Revenue recognition for contracts with multiple deliverables is based on the individual units of accounting determined to exist in the contract. A delivered item is considered a separate unit of accounting when the delivered item has value to the customer on a stand-alone basis (items are considered to have stand-alone value when they are sold separately by any vendor or when the customer could resell the item on a stand-alone basis). In these cases, the Company recognizes revenue from each element of the arrangement as long as separate value for each element can be determined, the Company has completed its obligation to deliver or perform on that element, and collection of the resulting receivable is reasonably assured.

Cost of Sales

Cost of sales consists primarily of costs and expenses for salaries and benefits associated with employee efforts expended directly on the production of the Company's products and include related direct materials, direct labor, overhead and occupancy costs. Certain of the agreements under which the Company has licensed technology require the payment of royalties based on the sale of future products. Such royalties are recorded as a component of cost of sales. Additionally, the amortization of license fees or milestone payments related to developed technologies used in the Company's products are classified as a component of cost of sales to the extent such payments become due in the future.

Research and Development Costs

Research and development costs, which are expensed as incurred, are primarily comprised of costs and expenses for salaries and benefits associated with research and development personnel, overhead and occupancy, contract services, and amortization of technology used in research and development with alternative future uses.

Registration Payment Arrangements

The provisions of ASC Topic 825-20, *Financial Instruments – Registration Payment Arrangements*, require that companies separately recognize and measure registration payment arrangements, whether issued as a separate agreement or included as a provision of a financial instrument or other agreement. Such payments include penalties for failure to affect a registration of securities.

Fair Value Measurements

The Company adopted authoritative guidance for fair value measurements and fair value disclosures. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Assets and liabilities that are measured at fair value are reported using a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1	Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
Level 2	Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
Level 3	Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The following table sets forth the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy as of September 30, 2011 and December 31, 2010. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Total	Level 1	Level 2	Level 3
ASSETS:				
Cash equivalents as of September 30, 2011	$2,416,883	$2,416,883	$ —	$ —
Cash equivalents as of December 31, 2010	$4,991,931	$4,991,931	$ —	$ —
Warrants to purchase common stock as of September 30, 2011	$ 465,028	$ —	$ —	$ 465,028
Warrants to purchase common stock as of December 31, 2010	$2,399,605	$ —	$ —	$2,399,605

Income Taxes

The Company accounts for income taxes in accordance with applicable authoritative guidance, which requires the Company to provide a net deferred tax asset/liability equal to the expected future tax benefit/expense of temporary reporting differences between book and tax accounting methods and any available operating loss or tax credit carryforwards. The Company has available at September 30, 2011, operating loss carryforwards of approximately $43,386,000, which may be applied against future taxable income and will expire in various years through 2025. At December 31, 2010, the Company had operating loss carryforwards of approximately $37,728,000. The increase in net operating loss carryforwards for the nine months ended September 30, 2011 is approximately $5,658,000.

According to authoritative guidance, a tax position must meet a minimum probability threshold before a financial statement benefit is recognized. The minimum threshold is a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Company recognizes interest and penalties, if any, related to uncertain tax positions in income tax expense. As of September 30, 2011 and December 31, 2010, the Company had no material unrecognized tax benefits and no adjustments to liabilities or operations were required.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the unaudited condensed consolidated financial statements. Significant estimates include patent life (remaining legal life versus remaining useful life) and transactions using the Black-Scholes option pricing model, e.g., warrants, and stock options, as well as Monte-Carlo valuation method for certain of our warrants. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company believes that the carrying value of its cash and cash equivalents, receivables, accounts payable and accrued liabilities as of September 30, 2011 and December 31, 2010 approximate their fair values due to the short-term nature of those instruments. The fair value of certain warrants is determined on a quarterly basis using the Monte-Carlo valuation methodology.

Income (Loss) Per Common Share

The computation of net income or loss per common share is based on the weighted average number of shares outstanding during each period. The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the period plus the common stock equivalents, which would arise from the exercise of stock options and warrants outstanding using the treasury stock method and the average market price per share during the period. For the three and nine months ended September 30, 2011, there were 6,569,550 warrants, and 11,288,909 vested stock options outstanding, and for the same period in 2010 there were 6,882,678 warrants, and 6,663,136 vested stock options outstanding. These options and warrants were not included in the diluted loss per share calculation because the effect would have been anti-dilutive.

Comprehensive Income

Comprehensive income or loss includes all changes in equity except those resulting from investments by owners and distributions to owners. The Company did not have any items of comprehensive income or loss other than net loss from operations for the three and nine months ended September 30, 2011 and 2010 or the period from inception through September 30, 2011.

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued FASB Accounting Standards Update (ASU) No. 2011-05, *Comprehensive Income (Topic 220) — Presentation of Comprehensive Income*. This ASU requires that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed

consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and is to be applied retrospectively. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

In May 2011, the FASB issued FASB ASU No. 2011-04, *Fair Value Measurement (Topic 820) — Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This ASU provides a consistent definition of fair value between U.S. GAAP and International Financial Reporting Standards. Additionally, the ASU changes certain fair value measurement principles and expands the disclosures for fair value measurements. ASU 2011-04 is effective for interim and annual periods beginning after December 15, 2011 and is to be applied prospectively. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

2. Inventory

The components of inventories are as follows:

	September 30, 2011	December 31, 2010
Raw materials	$ 401,319	$ 196,046
Work in process	269,140	3,877
Finished goods	826,264	671,160
	1,496,723	871,083
Less allowance for inventory obsolescence	—	(15,000)
	$ 1,496,723	$ 856,083

3. Property and Equipment

Property and equipment consists of the following:

	September 30, 2011	December 31, 2010
Machinery and equipment	$ 1,001,741	$ 733,807
Computer equipment	357,521	241,282
Office equipment	207,768	81,068
Leasehold improvements	827,375	834,527
	2,394,405	1,890,684
Less accumulated depreciation and amortization	(877,108)	(595,356)
	$ 1,517,297	$ 1,295,328

Depreciation expenses for the three and nine months ended September 30, 2011 were $112,978 and $315,959, respectively. During the same periods in the prior year, depreciation expenses were $50,224 and $149,581, respectively.

4. Patent Licenses

On December 31, 2003, Lifeline entered into an *Option to License Intellectual Property* agreement with Advanced Cell Technology, Inc. ("ACT") for patent rights and paid ACT $340,000 in option and license fees. On February 13, 2004, Lifeline and ACT amended the Option agreement and Lifeline paid ACT additional option fees of $22,500 for fees related to registering ACT's patents in selected international countries.

On May 14, 2004, Lifeline amended the licensing agreement with ACT for the exclusive worldwide patent rights for the following ACT technologies: Infigen IP, UMass IP and ACT IP. The license fees for these patent rights aggregated a total of $400,000 and were secured by separate convertible promissory notes. On December 21, 2007, ACT elected to receive payment in cash in lieu of conversion of the notes, which was paid in full.

The Company still maintains an obligation to pay royalties and other fees in accordance with the following schedule:

	UMass IP	ACT IP
License fee	$150,000	$250,000
Royalty rates	3% to 12%	3% to 10%

Minimum royalties		
At 12 months	$15,000	$22,500
At 24 months	$30,000	$45,000
At 36 months	$45,000	$67,500
Annually thereafter	$60,000	$90,000

	UMass IP	ACT IP
Milestone payments		
First commercial product	$250,000	$500,000
Sales reaching $5,000,000	$500,000	$1,000,000
Sales reaching $10,000,000	$1,000,000	$2,000,000

5. Advances

Advance

On June 18, 2008, the Company entered into an agreement with BioTime, Inc. ("Bio Time"), where Bio Time paid an advance of $250,000 to Lifeline to produce, make, and distribute Joint Products. The $250,000 advance will be paid down with the first $250,000 of net revenues that otherwise would be allocated to Lifeline under the agreement. As of September 30, 2011, no revenues have been realized from this agreement.

6. Capital Stock

Common Stock

As of December 31, 2006, the Company was authorized to issue 200,000,000 shares of common stock, $0.001 par value per share, and 20,000,000 shares of preferred stock, $0.001 par value per share.

In October 2006, the board of directors of BTHC III approved a stock split of 1 share to 4.42 shares. As a result of the split, the outstanding common stock of BTHC III increased from 500,000 to 2,209,993 shares. Pursuant to the Share Exchange Agreement, each share of International Stem Cell Corporation common stock was exchanged for one share of BTHC III common stock. All numbers in the financial statements and notes to the financial statements have been adjusted to reflect the stock split for all periods presented.

On December 27, 2006, the Company's Board of Directors and holders of a majority of the outstanding shares approved an increase in the authorized capital stock of the Company to 200,000,000 shares of Common Stock, $0.001 par value per share, and 20,000,000 shares of preferred stock, $0.001 par value per share. The increase did not become effective until January 2007.

In December 2006, the Company issued 1,350,000 shares of common stock, 350,000 of such shares in consideration for legal consulting services relating to the reverse merger and 1,000,000 shares in consideration for a contract to provide investor relations services which commenced September 1, 2006 for a period of one year.

In January and February 2007, ISC California completed the Brookstreet financing and issued 1,370,000 shares of common stock that was part of a private placement of securities by ISC California during the second half of 2006. The net proceeds from the sale of shares finalized in 2007 were $1,157,125 net of cash fees and expenses. In connection with the final settlement in 2007, the selling agent for the private placement received 274,000 additional warrants, which entitle the holder thereof to purchase that number of shares of common stock for $1.00 each.

Series A Preferred Stock

On January 15, 2008, to raise funds, the Company entered into a subscription agreement with accredited investors for the sale of between 1,000,000 and 5,000,000 of Series A Preferred Stock ("Series A Preferred"). Series A Units consist of one share of Series A Preferred and two Warrants ("Series A Warrants") to purchase Common Stock for each $1.00 invested. The Series A Preferred was convertible into shares of common stock at market price on the date of the first finance closing, but not to exceed $1.00 per share and the Series A Warrants are exercisable at $0.50 per share. The Series A Preferred has an anti-dilution clause whereby, if the Company issues $1 million or more of equity securities or securities convertible into equity at a price below the respective exercise prices of the Series A Preferred or the Series A Warrant shall be adjusted downward to equal the price of the new securities, which has been triggered and the new price of the warrants was set at $0.25. The Series A Preferred has priority on any sale or liquidation of the Company equal to the purchase price of the Series A Units, plus a liquidation premium of 6% per year. If the Company elects to declare a dividend in any year, it must first pay to the Series A Preferred a dividend of the amount of the dividend the Series A Preferred holder would receive if the shares were converted just prior to the dividend declaration. Each share of Series A Preferred has the same voting rights as the number of shares of Common Stock into which it would be convertible on the record date. As of September 30, 2011 and December 31, 2010, we had 500,000 shares of the Series A Preferred Stock issued and outstanding.

Series B Preferred Stock

On May 12, 2008, to obtain funding for working capital, the Company entered into a series of subscription agreements with five accredited investors for the sale of a total of 400,000 Series B Units, each Series B Unit consisting of one share of Series B Preferred Stock ("Series B Preferred") and two Series B Warrants ("Series B Warrants") to purchase Common Stock for each $1.00 invested.

The total purchase price received by the Company was $400,000. The Series B Preferred is convertible into shares of common stock at the initial conversion ratio of two shares of common stock for each share of Series B Preferred converted (which was established based on an initial conversion price of $0.50 per share), and the Series B Warrants were exercisable at $0.50 per share until five years from the issuance of the Series B Warrants. The Series B Preferred and Series B Warrants contained anti-dilution clauses whereby, (subject to the exceptions contained in those instruments) if the Company issues equity securities or securities convertible into equity at a price below the respective conversion price of the Series B Preferred or the exercise price of the Series B Warrant, such conversion and exercise prices shall be adjusted downward to equal the price of the new securities, which has been triggered and the new price of the warrants was set at $0.25. The Series B Preferred has a priority (senior to the shares of common stock, but junior to the shares of Series A Preferred Stock) on any sale or liquidation of the Company equal to the purchase price of the Series B Units, plus a liquidation premium of 6% per year. If the Company elects to declare a dividend in any year, it must first pay to the Series B Preferred holder a dividend equal to the amount of the dividend the Series B Preferred holder would receive if the Series B Preferred were converted just prior to the dividend declaration. Each share of Series B Preferred has the same voting rights as the number of shares of Common Stock into which it would be convertible on the record date. As of September 30, 2011 and December 31, 2010, we had 300,000 shares of the Series B Preferred Stock issued and outstanding.

On July 30, 2008, to obtain funding for working capital, the Company entered into a series of subscription agreements with a total of two accredited investors for the sale of a total of 150,000 Series B Units. The total purchase price received by the Company was $150,000.

Fair Value of Warrants for Series A and B Preferred Stock

In accordance with the applicable authoritative guidance, the Company allocated the proceeds of the Series A and B preferred stock according to the value of the convertible preferred stock and the warrants based on their relative fair values. Fair value of the warrants for Series A and Series B were determined using the Black-Scholes valuation model using risk-free interest rates of 3% and 3.37%, volatility rate of 65.0% and 57.9%, term of five years, and exercise price of $0.50.

In connection with the Series A and B rounds of financing, each investor received a warrant to purchase up to a number of shares of common stock for $1.00 per share. Subsequently, the exercise price for those warrants was adjusted down to $0.25 per share.

In August 2008, in accordance with the anti-dilution provisions of the securities, the conversion rates and exercise price were reduced to $0.25. Estimated adjusted fair value of the warrants was determined using the Black-Scholes valuation model using risk-free interest rate of 3%, volatility rate of 57.9%, term of five years, and exercise price of $0.25. For Series A and Series B, the beneficial conversion feature and warrants were adjusted to $553,320 and $193,321, and $308,307 and $110,307, respectively.

During the second quarter of 2010, the holders of the warrants issued to the purchasers of Series A and B Preferred Stock signed a waiver to give up their rights to the anti-dilution provisions related to the warrants and the exercise price is now fixed at $0.25. The modification to the warrants resulted in the change in classification from a liability to equity and the warrants were re-valued at the date of modification. The re-valuation of the warrants resulted in a reduction in the warrant value of $5,276,282 which was recorded as a credit to income. The adjusted value of the warrants of $804,971 was reclassified to Additional Paid-in Capital, thus eliminating any fair value of outstanding warrant liability as of June 30, 2010.

Series C Preferred Stock

On August 20, 2008, to obtain funding for working capital, the Company entered into a subscription agreement with an accredited investor (the “Series C Investor”) to sell for $3,000,000 up to 3,000,000 shares of Series C Preferred Stock (“Series C Preferred”) at a price of $1.00 per Series C Preferred share. The Series C Preferred will be convertible into shares of common stock at $0.25 per share. The Series C Preferred had an anti-dilution clause whereby, if the Company issues 250,000 shares or more of equity securities or securities convertible into equity at a price below the conversion price of the Series C Preferred, the conversion price of the Series C Preferred shall be adjusted downward to equal the price of the new securities. The Series C Preferred shall have priority over the Common Stock on any sale or liquidation of the Company equal to the purchase price of the Units, plus a liquidation premium of 6% per year. If the Company elects to declare a dividend in any year, it must first pay to the Series C Preferred a dividend in the amount of the dividend the Series C Preferred holder would receive if converted just prior to the dividend declaration. Each share of Series C Preferred shall have the same voting rights as the number of shares of Common Stock into which it would be convertible on the record date. 700,000 shares of Series C Preferred Stock were sold on August 20, 2008, and 1,300,000 shares of Series C Preferred Stock were sold on September 23, 2008. The beneficial conversion feature for the Series C preferred stock is $720,000. All the Series C Preferred Stock was issued to X-Master Inc., which is a related party and affiliated with our Chief Executive Officer and Co-Chairman of the Board of Directors Dr. Andrey Semechkin and Dr. Ruslan Semechkin, a director and Vice President of International Stem Cell. As of September 30, 2011 and December 31, 2010, we had 2,000,000 shares of the Series C Preferred Stock issued and outstanding.

Series D Preferred Stock

On December 30, 2008, to obtain funding for both working capital and the eventual repayment of the outstanding obligation under the OID Senior Secured Convertible Note with a principal amount of $1,000,000 issued in May 2008, the Company entered into a Series D Preferred Stock Purchase Agreement (the "Series D Agreement") with accredited investors (the "Investors") to sell for up to $5,000,000 or up to 50 shares of Series D Preferred Stock ("Series D Preferred") at a price of $100,000 per Series D Preferred share. The sale of the Series D Preferred closed on the following schedule: (1) 10 shares were sold on December 30, 2008; (2) 10 shares were sold on February 5, 2009; and (3) 10 shares were sold on each of March 20, 2009, and June 30, 2009 and 3 shares on September 30, 2009. The Company raised a total of $4,700,000 in the Series D Preferred Stock round. The beneficial conversion feature from the Series D Preferred Stock is recognized as deemed dividend totaling $2,480,000. Of the Series D Preferred stock issued, 10 shares of the Series D Preferred Stock was issued to X-Master Inc., which is a related party and affiliated with our Chief Executive Officer and Co-Chairman of the Board of Directors Dr. Andrey Semechkin and Dr. Ruslan Semechkin, a director and Vice President of International Stem Cell and 33 shares of the Series D Preferred Stock was issued to our Chief Executive Officer and Co-Chairman of the Board of Directors Dr. Andrey Semechkin. As of September 30, 2011 and December 31, 2010, we had 43 shares of the Series D Preferred Stock issued and outstanding. The Series D Preferred Stock earns cumulative dividends at a rate of 10% per annum, payable 15 days after each quarter end. Dividends of $108,384 and $107,206 were accrued as of September 30, 2011 and December 31, 2010, respectively.

Restricted Stock Grants

On December 29, 2008 the Company issued a total of 2,121,180 restricted shares of common stock to six executive officers and directors and one employee at $0.25 per share. The shares are subject to stock restriction provisions and vest upon the third anniversary of the date of grant, subject to accelerated vesting upon certain changes of control or terminations of service. The Company will reacquire any unvested shares for no cost upon the termination of the recipient's service to the Company. These shares were issued to the individuals in recognition of the fact that they had previously agreed to reduce (and in some cases completely eliminate) the cash compensation that would have otherwise been payable to them during 2008.

Series E Preferred Stock

On June 30, 2009, the Company entered into a definitive agreement with Optimus Capital Partners, LLC ("Investor") for a $5 million investment commitment. The deal was structured whereby the Company could draw down funds as needed, but had no obligations to make draws or use these funds if not needed. As funds were drawn down, the Company issued Series E Preferred Stock (the "Preferred Stock"). The Preferred Stock was not convertible into common stock and could be redeemed by the Company after one year. Each issue of Preferred Stock was accompanied by the issuance of five-year warrants to purchase common stock at 100% of the closing price of the company's common stock on the day prior to the date the company gave notice of its election to draw funds. The total exercise value of warrants issued equaled 135% of the drawdown amount. Dividends on the Preferred Stock were payable in additional shares of non-convertible Preferred Stock at the rate of 10% per annum. A commitment fee of $250,000, payable in shares of common stock, was made to the Investor. As part of the agreement, the Company filed an S-1 on July 31, 2009, which was declared effective on September 30, 2009. The investment was used to fund operations and working capital needs of the Company and expand its scientific research.

On July 31, 2009, the Company filed an S-1 with the Securities and Exchange Commission as part of the Preferred Stock Purchase Agreement the Company signed on June 30, 2009, between International Stem Cell Corporation and Optimus Capital Partners. Per the agreement, the Company was required to use its best efforts to promptly file (but in no event later than 30 days after the Effective Date) and cause to become effective as soon as possible a Registration Statement for the sale of all Common Shares. Each Registration Statement was required to comply when it became effective, and, as amended or supplemented, at the time of any Tranche Notice Date, Tranche Closing Date, or issuance of any Common Shares, and at all times during which a prospectus was required by the Act to be delivered in connection with any sale of Common Shares, to comply, in all material respects, with the requirements of the Act. The Company is and has been in compliance with all applicable requirements of that agreement.

Preferred Stock Amendment

To create the Series E Preferred sold to the Investor under the Agreement, on June 30, 2009, the Company amended its Certificate of Incorporation by filing a Certificate of Designation of Preferences, Rights and Limitations of the Series E Preferred. The Series E Preferred has priority over the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Common Stock on the proceeds from any sale or liquidation of the Company in an amount equal to the purchase price of the Series E Preferred, plus any accrued but unpaid dividends. From the date of issuance of the Series E Preferred, dividends at the rate per annum of ten percent (10%) of the Purchase Price per share accrued on such shares of Series E Preferred. Following the first anniversary of the issuance date, the Company had the right at its option to redeem the Series E Preferred at an amount equal to the purchase price of the Series E Preferred, plus any accrued but unpaid dividends and plus a redemption premium that declines from 26% (for redemptions between the first and second anniversary of issuance) to zero (for redemptions after the fourth anniversary of issuance).

Exchange Agreement Series E Preferred Stock

On June 11, 2010, the Company entered into an Exchange Agreement (the "Optimus Exchange Agreement") with Optimus Capital Partners, LLC ("Optimus") under which the Company and Optimus agreed to exchange all of the Series E Preferred Stock previously issued to Optimus pursuant to the Preferred Stock Purchase Agreement dated June 30, 2009 (the "Optimus Preferred Stock Agreement") for all of the promissory notes of Optimus (the "Optimus Notes") issued to the Company in that transaction as payment for shares of the Company's Common Stock. As part of the exchange transaction, the Company agreed to waive all accrued interest on the Optimus Notes and Optimus agreed to waive all accrued dividends and redemption premiums on the Series E Preferred Stock. The exchange was completed in June 2010 and is discussed in more detail below.

Series F Preferred Stock

On May 4, 2010, International Stem Cell Corporation entered into a Preferred Stock Purchase Agreement with Socius CG II, Ltd., a Bermuda exempted company (the "Investor"), to sell for up to 10 million dollars ($10,000,000) up to one thousand (1,000) shares of Series F Preferred Stock ("Series F Preferred") at a price of $10,000 per Series F Preferred share. The Company was entitled to determine the time and amount of Series F Preferred to be purchased by the Investor and the Company intended to sell all 1,000 shares of Series F Preferred at a single time. The Series F Preferred could not be converted into common stock and was redeemable by the Company. Under the terms of the Agreement, the Company provided the Investor with a non-refundable fee of 250,000 shares of Company common stock (the "Fee Shares") and issued the Investor a warrant to purchase up to 7,000,000 shares of the Company's common stock, with the exercise price of $1.93 per share, subject to adjustment. The closing of the sale of the Series F Preferred took place in early June 2010.

Exchange Agreement Series F Preferred Stock

On June 11, 2010, the Company, entered into an Exchange Agreement (the "Socius Exchange Agreement") with Socius CG II, Ltd. ("Socius") under which the Company and Socius agreed to exchange all of the Series F Preferred Stock previously issued to Socius pursuant to the Preferred Stock Purchase Agreement dated May 4, 2010 (the "Socius Preferred Stock Agreement") for all of the promissory notes of Socius (the "Socius Notes") issued to the Company in that transaction as payment for shares of the Company's Common Stock and a $2.5 million note issued in partial payment for the Socius Series F Preferred Stock. As part of the exchange transaction, the Company agreed to waive all accrued interest on the Socius Notes and Socius agreed to waive all accrued dividends and redemption premiums on the Socius Series F Preferred Stock. The exchange was completed in June 2010 and is discussed in more detail below.

Perpetual Preferred Stock

As part of the Series E financing agreement, the Company recorded a Perpetual Preferred Stock equal to the amount of financing received during the year, plus accrued dividends, and Note Receivable equal to 135% of financing received, which represents the amount of warrant coverage per the agreement, plus accrued interest. In accordance with applicable authoritative guidance on Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity, the Company classified the Note Receivable as contra Equity ("Note subscription on Perpetual Preferred Stock") and the Perpetual Preferred Stock as a liability ("Long Term Perpetual Preferred Stock"). The Note Receivable accrued interest at a rate of 2% per year and the Perpetual Preferred Stock accrued a 10% dividend per year. The Company allocated the proceeds of the Series E Preferred Stock according to the value of the preferred stock and the fair value of the warrants. Estimated adjusted fair value of the warrants was determined using the Black-Scholes valuation model using risk-free interest rates ranging from 2.40% to 2.65%, volatility rate ranging from 64.46% to 65.33%, term of five years, and exercise price ranging from $0.56 to $0.74.

As a result of the exchange transactions for the Series E and Series F Preferred stock, all of the company's obligations under the previously outstanding Series E Preferred Stock and Series F Preferred Stock, which collectively had liquidation preferences of $15 million senior to the shares of the Company's common stock and redemption premiums that started at 26% of the liquidation preference were retired and the Company no longer held any promissory notes of either Socius or Optimus. Because the parties to these exchange transactions determined that the instruments and rights being exchanged were of equivalent value, neither party paid any cash to the other party to the exchange transaction. Therefore, as of June 30, 2010, the Company reversed out all of the Perpetual Preferred Stock and the Notes Receivable related to the Perpetual Preferred Stock.

Common Stock Purchase Agreement

On December 9, 2010, International Stem Cell Corporation ("ISCC" or the "Company") entered into a Common Stock Purchase Agreement (the "Purchase Agreement") with Aspire Capital Fund, LLC ("Aspire Capital") which provides that, upon the terms and subject to the conditions and limitations set forth therein, Aspire Capital is committed to purchase up to an aggregate of $25.0 million of shares of ISCC common stock (the "Purchase Shares") over the term of the Purchase Agreement. In connection with the execution of the Purchase Agreement, ISCC sold Aspire 333,333 shares of common stock for a total of $500,000. Under the Purchase Agreement, the Company also agreed to pay Aspire Capital a commitment fee of 500,000 shares of its common stock. The Company is not obligated to pay any additional expense reimbursement or any placement agent fees in connection with the transaction.

The Purchase Agreement is intended to provide the Company with a source of capital of up to $25 million over a term of up to three years. The sales price of any shares the Company elects to sell will be known by the Company at the time it makes the decision to sell and will be determined by a formula (described below) based on the price of the Company's stock over the preceding 12 days. As a result, the Company will be able to sell shares on whatever schedule it believes best suits its needs and is not required to sell any shares unless it deems such sales to be beneficial to the Company.

Once the Registration Statement (referred to below) is effective, on any day on which the principal market for shares of ISCC common stock is open for trading, over the three-year term of the Purchase Agreement, the Company has the right, in its sole discretion, to provide Aspire Capital with a purchase notice (each, a "Purchase Notice") directing Aspire Capital to purchase the number of shares of ISCC common stock specified in the Purchase Notice. The number of shares the Company may designate in the Purchase Notice varies based on the closing price of the ISCC common stock on the date of the Purchase Notice. The Company may direct Aspire Capital to purchase up to: (1) 100,000 shares of common stock so long as the closing price is above $0.25; (2) 150,000 shares of common stock so long as the closing price is above $1.25; (3) 200,000 shares of common stock so long as the closing price is above $1.75 and (4) 300,000 shares of common stock so long as the closing price is above $2.25. The purchase price per share (the "Purchase Price") for each Purchase Notice is the lower of (i) the lowest sale price for the common stock on the date of sale or (ii) the arithmetic average of the three lowest closing sale prices for the common stock during the 12 consecutive business days ending on the business day immediately preceding the purchase date of those securities.

The timing and the number of shares covered by each Purchase Notice are determined in the Company's sole discretion, and the applicable Purchase Price will be determined prior to delivery of any Purchase Notice. The Company may deliver multiple Purchase Notices to Aspire Capital from time to time during the term of the Purchase Agreement, so long as the most recent purchase has been completed. There are no trading volume requirements or restrictions under the Purchase Agreement. Aspire Capital has no right to require any sales by the Company, but is obligated to make purchases as directed in accordance with the Purchase Agreement.

The Purchase Agreement contains customary representations, warranties, covenants, closing conditions and indemnification and termination provisions. The Purchase Agreement may be terminated by the Company at any time, at its discretion, without any cost or penalty. Aspire Capital has agreed not to cause, or engage in any manner whatsoever, any direct or indirect short selling or hedging of ISCC common stock. The Company did not pay any additional amounts to reimburse or otherwise compensate Aspire Capital in connection with the transaction. There are no limitations on use of proceeds, financial or business covenants, restrictions on future funding, rights of first refusal, participation rights, penalties or liquidated damages in the Purchase Agreement.

The Company's net proceeds will depend on the Purchase Price and volume and frequency of the Company's sales of shares to Aspire Capital; provided, however, that the maximum aggregate proceeds from sales of shares to Aspire Capital under the Purchase Agreement is $25 million. The Company anticipates that delivery of Purchase Notices will be made subject to market conditions, in light of the Company's capital needs from time to time and under the limitations contained in the Purchase Agreement. The Company expects to use proceeds from sales of shares to Aspire Capital for funding its research and development activities and for general corporate purposes and working capital requirements.

Registration Rights

In connection with the Purchase Agreement, the Company also entered into a Registration Rights Agreement (the "Registration Rights Agreement") with Aspire Capital, dated December 9, 2010. The Registration Rights Agreement provides, among other things, that the Company will register the resale of the commitment fee shares and the shares that have been or may be sold to Aspire Capital (collectively, the "Securities") by Aspire Capital. The Company further agreed to keep the Registration Statement effective and to indemnify Aspire Capital for certain liabilities in connection with the sale of the Securities under the terms of the Registration Rights Agreement.

During the three and nine months ended September 30, 2011, the Company has issued 2,450,000 and 3,500,000 shares of common stock, respectively to Aspire Capital , raising $1,890,810 and $3,054,630, respectively, that will be used to fund our operational activities.

7. Related Party Transactions

The Company's related party transactions were for related party dividends, for a facility lease and for professional services.

During the three and nine months ended September 30, 2011, $25,205 and $74,794 of dividends were accrued for payment to X-Master, Inc., an entity affiliated with our Chief Executive Officer and Co-Chairman of the Board of Directors, Dr. Andrey Semechkin and Dr. Ruslan Semechkin, Vice President of International Stem Cell and a director, and $83,179 and $246,823 of dividends were accrued for payment to our Chief Executive Officer and Co-Chairman of the Board of Directors Dr. Andrey Semechkin, respectively. During the three and nine months ended September 30, 2010, $25,205 and $74,794 of dividends were accrued for payment to X-Master, Inc., an entity affiliated with our Chief Executive Officer and Co-Chairman of the Board of Directors, Dr. Andrey Semechkin and Dr. Ruslan Semechkin, Vice President of International Stem Cell and a director, and $83,179 and $246,823 of dividends were

accrued for payment to our Chief Executive Officer and Co-Chairman of the Board of Directors, Dr. Andrey Semechkin, respectively. The dividends payable to both X-Master, Inc. and our Chief Executive Officer and Co-Chairman of the Board of Directors, Dr. Andrey Semechkin, related to dividends that are payable quarterly to holders of Series D Preferred Stock. Related party dividends payable of $108,384 and $107,206 were recorded as part of accounts payable as of September 30, 2011, and December 31, 2010, respectively.

In addition, during the first quarter of 2011 we executed an operating lease for our corporate offices with S Real Estate Holdings LLC. S Real Estate Holdings LLC is owned by Dr. Andrey Semechkin, the Company's Chief Executive Officer and Co-Chairman of the Board of Directors. The Lease Agreement was negotiated at arm's length and was reviewed by the Company's outside legal counsel. The terms of the lease were reviewed by a committee of independent directors, and the Company believes that, in total, those terms are at least as favorable to the Company as could be obtained for comparable facilities from an unaffiliated party. For the three and nine months ended September 30, 2011, $22,544 and $49,255, respectively, was recorded in rent expense related to the facility lease arrangement with related parties.

The Company engages William B. Adams Accountancy Corporation whose owner is an employee of ISCO, to provide tax preparation services for the Company. During the three and nine months ended September 30, 2011, the Company incurred $300 and $1,155, respectively, for the said services.

8. Income Taxes

The amount of and ultimate realization of the benefits from the operating loss carryforwards for income tax purposes is dependent, in part, upon the tax laws in effect, the future earnings of the Company, and other future events, the effects of which cannot be determined at this time. Because of the uncertainty surrounding the realization of the loss carryforwards, the Company has established a valuation allowance equal to the tax effect of the loss carryforwards, R&D credits, and accruals; therefore, no net deferred tax asset has been recognized. A reconciliation of the statutory Federal income tax rate and the effective income tax rate for the nine months ended September 30, 2011 and December 31, 2010 follows:

	September 30, 2011	December 31, 2010
Statutory federal income tax rate	(35)%	(35)%
State income taxes, net of federal taxes	(6)%	(6)%
Valuation allowance	41%	41%
Effective income tax rate	0%	0%

The Company files income tax returns in the U.S. federal jurisdiction, and various states. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2005. The Company's policy is to recognize interest and penalties on uncertain tax positions in income tax expense.

The Company may be subject to IRC code section 382 which could limit the amount of the net operating loss and tax credit carryovers that can be used in future years.

Significant components of deferred tax assets and liabilities are as follows:

	September 30, 2011	December 31, 2010
Deferred tax assets (liabilities)		
Net operating loss carryforwards	$ 15,095,632	$ 12,776,000
Accrued expenses	735,600	462,000
Research and Development tax credits (Federal and State)	598,000	342,000
Deferred tax assets	16,429,232	13,580,000
Valuation allowance	(16,429,232)	(13,580,000)
Net deferred tax assets	$ —	$ —

The components of the provisions for income taxes were as follows:

	September 30, 2011	December 31, 2010
Current	$ —	$ —
Deferred	—	—

Total	$ —	$ —

9. Stock Options and Warrants

The Company has adopted the 2006 Equity Participation Plan (the "2006 Plan"). The options granted under the 2006 Plan may be either qualified or non-qualified options. Up to 15,000,000 options may be granted to employees, directors and consultants under this Plan. Options may be granted with different vesting terms and expire no later than 10 years from the date of grant.

In April 2010, the Company adopted the 2010 Equity Participation Plan (the "2010 Plan"). The options granted under the 2010 Plan may be either qualified or non-qualified options. Up to 18,000,000 options may be granted to employees, directors and consultants under the 2010 Plan. Options may be granted with different vesting terms and expire no later than 10 years from the date of grant.

In November and December of 2009, the Company issued (outside the 2006 Plan) non-qualified stock options to purchase 10,257,593 shares of common stock to certain employees and consultants. These options vest over 50 months and expire no later than 10 years from the date of grant.

In accordance with applicable authoritative guidance, the Company established assumptions and estimates of the weighted-average fair value of stock options granted, as well as using a valuation model to calculate the fair value of stock-based awards. The Company uses the Black-Scholes option-pricing model to determine the fair value of stock-based awards. All options are amortized over the requisite service periods. For the three months ended September 30, 2011 and 2010, and the nine months ended September 30, 2011 and 2010, the Company recognized $992,887, $1,032,832, $2,781,081, and $1,524,269, as stock-based compensation expense, respectively. Included in the stock based-compensation expense for the three months ended September 30, 2011, the Company recognized $124,538 of expense related to option modifications granted to a former employee who has no current or future obligations to the company. The Company recognized all related stock-based compensation expense on the modification date. Unrecognized compensation cost related to stock options as of September 30, 2011 was approximately $8,284,000, which is expected to be recognized on a straight-line basis over a weighted average period of approximately 3.1 years.

The fair value of options granted is estimated at the date of grant using a Black-Scholes option-pricing model with the following weighted-average assumptions for the three and nine months ended September 30, 2011 and 2010:

	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2010
Significant assumptions (weighted-average):				
Risk-free interest rate at grant date	1.25%	1.84 %	1.93%	1.92%
Expected stock price volatility	94.01%	81.12%	67.08%	69.29%
Expected dividend payout	0%	0%	0%	0%
Expected option life-years based on management's estimate	6.1 yrs	6.1 yrs	6.1 yrs	5.7 yrs

Transactions involving stock options issued to employees, directors and consultants are summarized below. Options issued under the 2006 Plan and the 2010 Plan have a maximum life of 10 years. The following table summarizes the changes in options outstanding and the related exercise prices for the shares of the Company's common stock issued under the 2006 Plan, the 2010 Plan and outside of either plan as of September 30, 2011:

	Options Outstanding			Options Exercisable and Vested		
Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable and Vested	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price
$0.22-$0.50	2,487,400	6.84	$ 0.44	1,856,300	6.77	$ 0.44
$0.51-$0.75	10,044,000	8.24	$ 0.62	4,408,750	8.12	$ 0.61
$0.76-$1.00	3,111,839	5.05	$ 0.98	2,694,839	4.30	$ 1.00
$1.01-$1.25	397,000	9.37	$ 1.10	92,801	8.73	$ 1.11
$1.26-$1.50	1,813,820	8.34	$ 1.32	881,420	7.80	$ 1.34
$1.51-$3.20	5,898,000	9.08	$ 1.94	1,354,799	8.56	$ 2.07
	23,752,059	7.91	$ 1.04	11,288,909	7.02	$ 0.91

	Number of Shares issued under 2006 Plan and 2010 Plan	Weighted Average Price Per Share
Outstanding at December 31, 2010	10,009,937	$ 0.92
Granted	6,897,500	$ 1.70
Exercised	(172,930)	$ 0.52
Canceled or expired	(1,236,680)	$ 1.23
Outstanding at September 30, 2011	15,497,827	$ 1.25

	Number of Shares issued outside the Plan	Weighted Average Price Per Share
Outstanding at December 31, 2010	10,708,939	$ 0.64
Granted	—	$ —
Exercised	(454,170)	$ 0.59
Canceled or expired	(2,000,537)	$ 0.62
Outstanding at September 30, 2011	8,254,232	$ 0.65

Warrants

Brookstreet Securities Corporation

As of December 31, 2006 Brookstreet Securities Corporation ("Brookstreet") had earned 1,976,190 warrants as partial compensation for its services as placement agent for the raising of equity capital. An additional 274,000 warrants were earned by Brookstreet in the first quarter of 2007, for a total of 2,250,190 warrants related to the Company's private placement. In addition, 426,767 warrants were granted to a number of individuals as compensation for services rendered to the Company. Each Warrant entitles the holder thereof to purchase the number of shares of common stock that could be purchased by the dollar amount of the Warrant being exercised at $1.00 in the case of the Brookstreet warrants and $0.80 in the case of the individuals' warrants. The Company recognized the value attributable to the individuals' warrants in the amount of $222,077 and applied it to general and administrative expense. The Company recognized the value attributable to the Brookstreet warrants in the amount of $1,230,649. The Company recognized the Brookstreet warrants as a component of additional paid-in capital with a corresponding reduction in additional paid-in capital to reflect this as a non-cash cost of the offering. Proceeds from the private equity placement totaled $9,881,950 and are offset by cash offering costs of $1,547,433 as well as the non-cash offering cost of $1,230,649 related to the fair value of the Brookstreet warrants. The Company valued the Brookstreet warrants and the warrants issued to the individuals using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years and 3 years, an average risk free interest rate of 4.70% and 5.13%, a dividend yield of 0% and 0%, and volatility of 71% and 63%, respectively.

The number of warrants converted into common stock by Brookstreet was 484,675 for the completion of the Brookstreet financing and issued 1,370,000 shares of common stock that was part of a private placement of securities by ISC California during the second half of 2006. The net proceeds from the shares whose sale was finalized in 2007 was $1,157,125 net of cash fees and expenses. In connection with the final settlement in 2007, the selling agent for the private placement received 274,000 additional warrants, which entitle the holder thereof to purchase that number of shares of common stock for $1.00 each.

During 2008, the Company raised additional capital by issuing Preferred Series A, B, C and D stock. This issuance of the Preferred Series C triggered an anti-dilutive clause in the Brookstreet warrant agreement, where Brookstreet would receive an adjustment downward in the price it pays for converting its warrants and resulted in a deemed dividend of $336,522. Brookstreet earned a total of 2,250,190 warrants in 2006 and 2007 in connection with the Company's private placement. Each Warrant entitles the holder thereof to purchase one share of common stock for $1.00, revalued to $0.56 per warrant. The Company recognized the value attributable to the warrants in the amount of $1,230,649 in 2006 and $169,249 in 2007 as a component of additional paid-in capital with a corresponding reduction in additional paid-in capital to reflect the issuance as a non-cash cost of the offering. Prior to 2009, the Company valued the Brookstreet warrants using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 4.58%, a dividend yield of 0%, and volatility of 70.57%. During 2009, the Company issued a total of 3,510,206 shares of common stock which related to warrants originally issued to Brookstreet. Brookstreet converted a total of 612,267 warrants into 484,675 shares of common stock at an average cashless conversion price of $0.56 per share.

Implementation of Accounting Standards Code (ASC) 815-40-15, (formerly known as EITF 07-5 "Determining Whether an Instrument (or Embedded Feature) is Indexed to an Entity's Own Stock Price")

The Accounting Standards Code (ASC) 815-40-15, with an effective date of December 15, 2008, should have been implemented as of January 1, 2009, and in future periods. This Issue applies to any freestanding financial instrument or embedded feature that has all the characteristics of a derivative as described in ASC 815-10-15-83, (previously paragraphs 6–9 of Statement 133) for purposes of determining whether that instrument or embedded feature qualifies for the first part of the scope exception in ASC 815-10-74 (previously paragraph 11(a) of Statement 133). This Issue also applies to any freestanding financial instrument that is potentially settled in an entity's own stock, regardless of whether the instrument has all the characteristics of a derivative for purposes of determining whether the instrument is within the scope of ASC 875-40.

During 2008, the Company issued a Series C Preferred round of financing which triggered the anti-dilution clause in the Brookstreet warrant agreement ("Brookstreet Warrants"). From issuing the Series C Preferred Stock, the exercise prices of the Brookstreet Warrants were revalued down to $0.56 per warrant. Based on the anti-dilution clause being triggered and the exercise price of the Brookstreet Warrants being revalued downward to $0.56, ASC 815-40-15 should have caused the Brookstreet Warrants to be treated and accounted for as a liability.

The anti-dilution provisions of the Brookstreet Warrants failed the criteria set by this ASC and therefore required reclassification from equity to liability. The reclassification resulted in the requirement to revaluate the Brookstreet Warrants at each reporting period with a corresponding charge or credit to the statement of operations. Valuation of the warrants was estimated using the Monte-Carlo simulation method using the following assumptions: stock price and warrant price as of the valuation date, the Company's historical stock price, interest rate on U.S. treasury notes, dividend rate derived from the Series D Preferred Stock, warrant expiration; simulated as a daily interval and anti-dilution impact if the Company had to raise capital below $0.25 per share. The reclassification and valuation of the warrants resulted in warrant liabilities of $465,028 and $2,399,605 as of September 30, 2011 and December 31, 2010, respectively. In addition, in the three months ended September 30, 2011 and 2010, we recorded income of $558,864 and expense of $81,296, respectively, and the nine months ended September 30, 2011 and 2010, we recorded income of $1,908,382 and expense of $1,429,256, respectively, in our consolidated condensed statements of operations related to the change in the fair value of warrants.

As of September 30, 2011, Brookstreet had 1,721,629 of warrants outstanding at an exercise price of $0.56.

Warrants issued with other financings

During 2007 and 2008, the Company entered into various agreements to borrow working capital and as part of these agreements, the Company issued warrants for the holders to purchase common stock. The Company issued 1,629,623 warrants to various investors at an exercise price of $0.80 per share of which 1,317,921 remain outstanding at September 30, 2011. In addition 1,400,000 warrants were issued to YKA Partners, an affiliated company of our Chairman of the Board with an exercise price of $0.25 per share all of which remain outstanding at September 30, 2011.

Warrants issued with Preferred Stock

Also during 2008, in connection with the fund raising efforts of the Company, we issued two warrants to purchase shares of common stock with the purchase of one Series A Preferred Stock, where an additional 2,000,000 common stock warrants were outstanding and two warrants to purchase shares of common stock with the purchase of one Series B Preferred Stock, where an additional 1,100,000 common stock warrants were outstanding. As of December 31, 2010, 400,000 warrants related to the Series A Preferred Stock were converted into 800,000 common shares.

As of September 30, 2011, there were 1,600,000 warrants related to the Series A Preferred Stock and 300,000 warrants related to the Series B Preferred Stock, each at an exercise price of $0.25 per share.

Warrants issued to BioTime

During June 2008, the Company entered into an agreement with BioTime, Inc. ("Bio Time"), where Bio Time agreed to pay an advance of $250,000 to produce, make, and distribute joint products (as defined in that agreement). As part of the agreement, the Company issued warrants for Bio Time to purchase 30,000 shares of the Company's common stock at $0.25 per share. These warrants expire 4 years from date of grant.

Warrants issued in connection with SkinCare Marketing Agreement

In September 2011, the Company signed a Marketing Agreement ("agreement") with an effective date of June 30, 2011, with a third party marketing organization. According to the terms of the agreement as described in footnote 10 below, Commitments and Contingencies, under Marketing Arrangement and Agreement, the third party marketing organization would provide assistance to SkinCare to sell its skin care products through various specific proprietary mailings. The agreement provides for two tranches of common stock warrants to be issued by the Company for the benefit of the third party marketing organization for 100,000 shares each, with strike prices of $1.50 and $2.00, respectively, vesting over four quarters, and a warrant term of five years.

Accordingly, there were warrants representing 50,000 shares of common stock at a strike price of $1.50 vested as of September 30, 2011 in connection with the agreement. The Company valued the warrants issued in connection with the SkinCare Marketing Agreement using the Black-Scholes pricing model and the following assumptions: contractual terms of 5 years, an average risk free interest rate of 0.94%, a dividend yield of 0%, and volatility of 134%.

10. Commitments and Contingencies

Leases

On February 25, 2011, the Company entered into a lease agreement (the "Lease Agreement") with S Real Estate Holdings LLC to allow the Company to expand into new corporate offices located at 5950 Priestly Drive, Carlsbad, California. The new building will be used for administrative purposes, but could also be used for research and development purposes if such space is needed in the future. The lease covers approximately 4,653 square feet, which was occupied on or about March 1, 2011. The lease expires on February 29, 2016, subject to the Company's right to extend the term for up to five additional years. The Company began rent payments in March 2011 once it occupied the facilities, at an initial rate of $5,118 per month. The lease was amended in April 2011 to account for additional square footage occupied by Company personnel. As such, the initial monthly rate has increased to $7,514 per month. In addition, the monthly base rent will increase by 3% annually on the anniversary date of the agreement. The Company is also obligated to pay a portion of the utilities for the building and increases in property tax and insurance. In addition, the Company will pay its proportionate share of the CC&R fees.

S Real Estate Holdings LLC is owned by Dr. Andrey Semechkin, the Company's Chief Executive Officer and Co-Chairman of the Board of Directors. The Lease Agreement was negotiated at arm's length and was reviewed by the Company's outside legal counsel. The terms of the lease were reviewed by a committee of independent directors, and the Company believes that, in total, those terms are at least as favorable to the Company as could be obtained for comparable facilities from an unaffiliated party.

Future minimum lease payments required under operating leases that have initial or remaining non-cancelable lease terms in excess of one year as of September 30, 2011, are as follows:

	Amount
December 31, 2011 (remaining three months)	$ 53,895
December 31, 2012	364,989
December 31, 2013	378,457
December 31, 2014	379,122
December 31, 2015 and thereafter	483,645
Total	$1,660,108

Marketing Arrangement and Agreement

The Company signed a Term Sheet ("arrangement") in late 2010 with a third party marketing organization that would serve as a consultant and assist in marketing for Lifeline Skin Care, Inc. ("SkinCare"), a wholly-owned subsidiary of International Stem Cell, to sell its skin care products through various proprietary mailings. As part of the arrangement, there were various phases and objectives to accomplish, one of which was the potential formation of a joint venture in the future between the parties. Based on the arrangement, SkinCare paid 40% of net profits (as defined in the arrangement) generated from the proprietary mailings.

In September 2011, the Company signed a Marketing Agreement ("agreement") with an effective date of June 30, 2011, superseding the terms of the arrangement with the third party marketing organization. According to the agreement, the third party marketing organization will continue to provide assistance to SkinCare to sell skin care products through various specific proprietary mailings. In exchange for such services, the Company will pay 20% of net revenues for Direct Sales (as defined in the agreement) generated from the proprietary mailings. In addition, the Company will pay 10% of net revenues for Referral Sales. The agreement specifies that the parties do not intend to create a joint venture, and that either party may terminate the agreement upon 30-day written notice. In addition, the agreement provides for two tranches of common stock warrants to be issued by the Company for the benefit of the third party marketing organization for 100,000 shares each, with strike prices of $1.50 and $2.00, respectively, with vesting over four quarters, and warrant term of five years. The Company recognized $37,480 in stock-based compensation from warrants issued for services during the quarter ended September 30, 2011.

SkinCare incurred $55,727 and $376,784 as marketing expenses for the three and nine months ended September 30, 2011 under the terms of this arrangement and agreement.

Customer Concentration

During the three and nine months ended September 30, 2011, a major customer accounted for 16% and 11% of our consolidated revenues, respectively, and another major customer accounted for approximately 15% of consolidated revenues for the three months

ended September 30, 2011. During the three and nine months ended September 30, 2010, a major customer accounted for approximately 48% and 24% of revenues, while during the three months ended September 30, 2010, a major customer accounted for approximately 18% of revenues, and another major customer accounted for approximately 13% of our revenues, respectively. No other single customer accounted for more than 10% of our revenues for any period presented.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes and other financial information included elsewhere herein. This information should also be read in conjunction with our audited historical consolidated financial statements which are included in our Form 10-K/A for the fiscal year ended December 31, 2010. The discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, expectations and intentions. Our actual results may differ significantly from management's expectations. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion only represents our management's best present assessment.

Overview

Business

We are a biotechnology company focused on therapeutic, biomedical and cosmeceutical product development with near-term revenue generating businesses and multiple long-term therapeutic opportunities.

Our products are based on multi-decade experience with human cell culture and a proprietary type of pluripotent stem cells, "human parthenogenetic stem cells" ("hpSCs"). Our hpSCs are comparable to human embryonic stem cells (hESCs) in that they have the potential to be differentiated into many different cells in the human body. However, the derivation of hpSCs does not require the use of fertilized eggs or the destruction of viable human embryos and they offer potential for creation of immune-matched cells and tissues that are less likely to be rejected following transplantation into people across various ethnic groups. ISCO has facilities and manufacturing protocols that comply with the requirements of the US Food and Drug Administration ("FDA") and other regulatory authorities.

With respect to therapeutic research, we focus on applications where cell and tissue therapy is already proven but where there currently is insufficient supply of safe and efficacious cells, such as hepatocytes for acute and chronic liver diseases, islet cells for treatment of insulin-dependent diabetes (derived from the same precursor as hepatocytes), retinal and corneal cells and tissues for treatment of eye disease and injury and neuronal cells for treatment of Parkinson's disease and other neurodegenerative conditions. We have made these programs a priority internally and for collaboration with external academic and corporate experts. Other examples include corneal and retinal cells and tissues that mostly target large and growing markets in Asia and the Latin countries. Our strategy for these "cellular ophthalmology" programs is to establish third-party funding and conduct accelerated development in those territories.

Basis of Presentation and Corporate Restructure

Our California wholly-owned subsidiary Lifeline Skin Care, Inc., ("LSC") develops and commercializes skin care products using our stem cell technologies. These products are not regulated as therapeutic products and can therefore be brought to market relatively quickly. Furthermore, marketing and sales can be conducted direct to the consumer via the internet as well as channels such as dermatology clinics, and spas, thus providing important revenue to help us support internal development of therapeutic products.

Our wholly-owned subsidiary Lifeline Cell Technology, LLC ("LCT") develops, manufactures and commercializes human cells and human cell culture products for research use. LCT manufactures clinical-grade human cells for production of ISCO's parthenogenetic stem cell bank and is developing cells for other therapeutic applications such as the coating of artificial materials with human cells for accelerated surgical healing and pain reduction. LCT's products are marketed and sold by LCT's internal staff, OEM partners and Lifeline brand distributors in Europe and Asia. This provides important revenue to help ISCO support internal development of therapeutic products.

We were originally incorporated in Delaware on June 7, 2005 as BTHC III, Inc. to effect the reincorporation of BTHC III, LLC, a Texas limited liability company, mandated by a plan of reorganization. Pursuant to the plan of reorganization, an aggregate of 500,000 shares of our common stock were issued to holders of administrative and tax claims and unsecured debt, of which 350,000 shares were issued to Halter Financial Group. The plan of reorganization required BTHC III, Inc. to consummate a merger or acquisition prior to June 20, 2007. Until the Share Exchange Agreement described below, BTHC III, Inc. conducted no operations. In October 2006, BTHC III, Inc. affected a 4.42-for-one stock split with respect to the outstanding shares of common stock.

On December 28, 2006, pursuant to a Share Exchange Agreement, BTHC III, Inc. issued 33,156,502 shares of common stock, representing approximately 93.7% of the common stock outstanding immediately after the transaction, to the shareholders of International Stem Cell Corporation, a California corporation ("ISC California"), in exchange for all outstanding stock of ISC California. This transaction was accounted for as a "reverse merger" for accounting purposes. Consequently, the assets and liabilities and the historical operations that are reflected in our financial statements are those of ISC California.

ISC California was incorporated in California in June 2006 for the purpose of restructuring the business of Lifeline Cell Technology, LLC, which was organized in California in August 2001. As a result of the restructuring, Lifeline became wholly-owned by ISC California, which in turn is wholly-owned by us. Lifeline Cell Technology, LLC is responsible for developing, manufacturing and distributing all of its products.

Lifeline Skin Care, Inc. ("SkinCare") was formed in the State of California on June 5, 2009 and is a wholly-owned subsidiary of ISC California. SkinCare develops, manufactures and markets cosmetic skin care products using an ingredient derived from our human stem cell technologies. SkinCare currently sells its products nationally and internationally through a branded website and select distributors.

Results of Operations

Revenues

We are a development-stage company and as such have not generated significant revenues. For the three and nine months ended September 30, 2011, our product sales increased as compared to the same periods in the previous year. We recognized $842,059 of product revenues for the three months ended September 30, 2011, compared to $348,984 for the three months ended September 30, 2010, an increase of $493,075 or 141%. Product revenues recognized for the nine months ended September 30, 2011 totaled $3,471,284 compared to $1,062,728 for the nine months ended September 30, 2010, representing an increase of $2,408,556 or 227%. The increases in product sales during the three and nine months ended September 30, 2011 are primarily due to our SkinCare products which generated $358,506 and $2,021,792 in product revenues, respectively, as well as an increase in our Lifeline Cell Technology business which generated $483,553 and $1,449,492 of product revenues, respectively.

We did not generate any revenues from SkinCare products in 2010. Product revenues related to our SkinCare products were derived from limited marketing initiatives. Lifeline Cell Technology revenues increased during the three and nine month ended in September 30, 2011 as compared to the same periods in the prior year primarily due to the opening of new distribution channels, the launching of new products, new strategic marketing and the continued efforts by our sales and marketing team to promote new products and sales leads.

Cost of sales

Cost of sales for the quarter ended September 30, 2011, were $360,716 or 43% of sales, compared to $149,573 or 42% of sales for the quarter ended September 30, 2010. Cost of sales for the nine months ended September 30, 2011, was $1,151,841 or 33% of sales, compared to $510,279 or 48% of sales for the nine months ended September 30, 2010.

Cost of sales includes salaries related to manufacturing, third party manufacturing costs, direct materials, general laboratory supplies and an allocation of overhead. The increase in cost of sales as a percentage of product sales for the three months ended September 30, 2011, compared to the same period in the prior year, is primarily due to manufacturing rework on some of our products. For the nine months ended September 30, 2011, the decrease in cost of sales as a percentage of product sales, compared to the same period in 2010, is primarily due to the addition of our SkinCare products to our business which have a lower cost of goods than our other media and cells type products. On our media and cell type products we have continued to reduce cost of goods as a result of reducing direct labor costs and direct material costs caused by manufacturing inefficiencies. As we continue to refine our manufacturing processes on our media and cell type products and our sales volume continues to increase for these products, we anticipate our cost of sales as a percentage of product sales will continue to decrease.

Research and Development ("R&D")

Research and development expenses were $1,129,746, for the three months ended September 30, 2011, an increase of $415,354, or 58%, compared to $714,392 for the three months ended September 30, 2010. Research and development expenses for the nine months ended September 30, 2011 were $3,262,025, representing an increase of $1,209,564, or 59%, compared to $2,052,461 for the same period in 2010. Research and development, or R&D, expenses increased primarily due to increased R&D activities on various therapeutic research projects, as well as product research activities from Lifeline Cell Technology and Lifeline SkinCare. As part of our continued research and development efforts during 2011, we hired additional research staff, and engaged third party contractors to assist with pre-clinical testing, which contributed to the significant increase in research and development expenses. Additionally, the increase in research and development expenses was related to higher R&D laboratory expenses and stock based-compensation expense related to option modifications granted to a former employee. Although our research and development expenses have increased during the three and nine months ended September 30, 2011, we have implemented enhanced R&D processes to gain higher efficiencies in our laboratory and production activities which helped reduce the overall costs associated with our research labs located in Oceanside, California and Walkersville, Maryland.

R&D operations consisted primarily of the development of differentiation techniques for retinal, corneal, neural and definitive endoderm cells, the development of additional parthenogenetic stem cell lines the development of new techniques of parthenogenesis and the development of new research products for sale.

The development of cells for therapeutic use will be an ongoing endeavor for many years and it is impossible to make any meaningful estimate of the nature and timing of costs related to these activities. Future R&D activities related to research on cells and media products will be ongoing as products are developed and offered for sale and will be accounted for separately at such time as specific allocations can be meaningfully made based on demand and sales.

No specific completion dates have been established for any particular project since most of our work is experimental. We do not expect any revenues from any R&D efforts directed toward cell based therapy for several years and these revenues may never develop if our research is not successful. We expect some revenues from research cells and media, but it is too early in our history to make meaningful predictions as to the amount of such revenues.

Research and development costs are expensed as they are incurred, and are accounted for on a project by project; however much of our research has potential applicability to each of our projects.

Marketing Expense

Marketing expenses were $364,930 for the three months ended September 30, 2011 representing an increase of $342,444, or 1,523% compared to $22,486, for the three months ended September 30, 2010. Marketing expenses for the nine months ended September 30, 2011 were $1,028,936, compared to $447,480, for the nine months ended September 30, 2011, representing an increase of $581,456, or 130%. The increases in marketing expenses for the three and nine months ended September 30, 2011 compared to the same periods in the prior year were primarily driven by our efforts to engage sales and marketing consultants to market and promote our skin care products during the current year. More specifically, we engaged the services of a marketing consultant to promote, market, and sell skin care products through various proprietary mailings. Prior and up to June 30, 2011, we incurred a 40% marketing fee on net profits generated from these proprietary mailings. Subsequent to June 30, 2011, we renegotiated and formalized this arrangement in a marketing agreement, which specifies a 20% marketing fee on net revenues generated from these proprietary mailings. For the three and nine months ended September 30, 2011, we recorded $55,727 and $376,784 as marketing expenses related to this arrangement. In addition, we continued to focus our marketing efforts by advertising and participating in trade shows, refining our sales and marketing strategies and strengthening our sales and marketing infrastructure to achieve our sales goals.

General and Administrative Expenses

General and administrative expenses were $2,107,885 for the three months ended September 30, 2011, representing a decrease of $294,790 or 12%, compared to $2,402,675 for the three months ended September 30, 2010. General and administrative expenses for the nine months ended September 30, 2011 were $6,476,355 compared to $5,811,496, for the nine months ended September 30, 2010, representing an increase of $664,859, or 11%. The decrease in general and administrative expenses in the three months ended September 30, 2011 compared to the same period in the prior year, is primarily attributable to the common stock granted for services and additional stock-based compensation recorded in the prior year. The increase in general and administrative expenses for the nine months ended September 30, 2011 compared to the same period in the prior year was primarily the result of increase in year-to-date non-cash stock-based compensation expense, increased headcount related costs, and an increase in business development related activities, professional and filing fees related to the restatement process, and general corporate expenses.

Liquidity and Capital Resources

At September 30, 2011, our cash and cash equivalents totaled $2,584,396. Overall, we had a decrease in cash of $3,197,631 during the nine months ended September 30, 2011 resulting from $5,534,437 cash used in operating activities and $808,546 cash used in investing activities, partially offset by $3,145,352 of cash provided by our financing activities. The funds generated from financing activities during the nine months ended September 30, 2011 were used mainly to support our operating losses.

Operating Cash Flows

Net cash used in operating activities of $5,534,437 for the nine months ended September 30, 2011 was primarily attributable to a net loss of $6,547,570. The adjustments to reconcile the net loss to net cash used in operating activities primarily include depreciation and amortization expense of $384,521, non-cash stock-based compensation expense of $2,781,081, stock issued for services of $303,000, warrants issued for services of $37,480, a decrease in the market value of warrants of $1,908,382, a decrease in accounts receivable of $492,237, an increase in inventory of $625,640, an increase in prepaid assets of $55,613, an decrease in deposits and other assets of $23,533, an increase in accounts payable of $36,598, an increase in accrued expenses of $122,671, and a decrease in deferred revenues of $572,356.

Investing Cash Flows

Net cash used in investing activities of $808,546 for the nine months ended September 30, 2011 was primarily attributable to purchases of property and equipment of $546,841 consisting primarily of laboratory equipment for use in a variety of research projects

and furniture, computer equipment and building leasehold improvements related to new corporate offices. In addition, we paid $261,705 for patent licenses during the nine months ended September 30, 2011.

Financing Cash Flows

Net cash provided by financing activities of $3,145,352 for the nine months ended September 30, 2011 was primarily attributable to issuing 3,500,000 shares of common stock to Aspire Capital Group for $3,054,630. In addition, we raised $413,516 from warrants and options exercised and paid dividends of $322,794 to our preferred stock holders.

Management is currently reviewing various financing sources to raise working capital to help fund our current operations. We will need to obtain significant additional capital resources from sources including equity and/or debt financings, license arrangements, grants and/or collaborative research arrangements in order to finance the development our products. Thereafter, we will need to raise additional working capital. The timing and degree of any future capital requirements will depend on many factors, including:

- the accuracy of the assumptions underlying our estimates for capital needs in 2011 and beyond;
- scientific progress in our research and development programs;
- the magnitude and scope of our research and development programs and our ability to establish, enforce and maintain strategic arrangements for research, development, clinical testing, manufacturing and marketing;
- our progress with preclinical development and clinical trials;
- the time and costs involved in obtaining regulatory approvals;
- the costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims; and
- the number and type of product candidates that we pursue.

Additional financing through strategic collaborations, public or private equity financings or other financing sources may not be available on acceptable terms, or at all. Additional equity financing could result in significant dilution to our stockholders. Additional debt financing may be expensive and require us to pledge all or a substantial portion of our assets. Further, if additional funds are obtained through arrangements with collaborative partners, these arrangements may require us to relinquish rights to some of our technologies, product candidates or products that we would otherwise seek to develop and commercialize on our own. If sufficient capital is not available, we may be required to delay, reduce the scope of or eliminate one or more of our product lines.

The Company continues in the development stage and as such has accumulated losses from inception and expects to incur additional losses in the near future. The Company needs to raise additional working capital. The timing and degree of any future capital requirements will depend on many factors. Currently our burn rate is approximately $610,000 per month, excluding capital expenditures and patent costs. There can be no assurance that the Company will be successful in maintaining its normal operating cash flow and the timing of its capital expenditures will result in cash flow sufficient to sustain the Company's operations through 2011. Based on the above, there is substantial doubt about the Company's ability to continue as a going concern. The financial statements were prepared assuming that the Company is a going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty. Management's plans in regard to these matters are focused on managing its cash flow, the proper timing of its capital expenditures, and raising additional capital or financing in the future.

We do not currently have any obligations for milestone payments under any of our licensed patents other than annual payments of $150,000 due each May, plus payments that are specifically related to sales and are therefore unpredictable as to timing and amount. Royalties on sales range of 3% to 12%, and milestone payments do not begin until our first therapeutic product is launched. No licenses are terminable at will by the licensor. For further discussion of our patents, see Note 4 to our condensed consolidated financial statements.

Off-Balance Sheet Arrangements

There were no off-balance sheet arrangements requiring additional disclosure.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

As required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, the Company has evaluated, with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the effectiveness of its disclosure controls and procedures (as defined in such rules) as of the end of the period covered by this report. Based on our assessment at the end of 2010, our management concluded that we had a material weakness in our internal controls over financial reporting. The Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were still not effective as of September 30, 2011 to ensure that information required to be disclosed by the Company in reports prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Based on our assessment, our management concluded that we had two material weaknesses in our internal controls related to our review process, accounting for certain contracts and equity.

Our management, including the Company's Chief Executive Officer and Chief Financial Officer, does not expect that the Company's disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes.

Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control Over Financial Reporting

As noted above, we identified two material weaknesses in our internal controls over financial reporting and have taken measures to mitigate the material weaknesses. We hired a senior staff member for SEC reporting functions and formed the Disclosure Committee to oversee disclosure practices in compliance with applicable laws and regulations.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

Not required.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the three months ended September 30, 2011, the Company has issued an additional 2,654,587 shares of common stock in transactions that were not registered under the Securities Act of 1933. The Company issued (i) a total of 204,587 shares upon conversion of previously issued shares of preferred stock or warrants held by a total of two investors, (ii) a total of 2,450,000 shares of common stock for total consideration of $1,890,810 from stock purchases by Aspire Capital. The shares of common stock issued in clauses (ii) and (iii) were offered and sold in private placement transactions made in reliance upon exemptions from registration pursuant to Section 4(2) of the Securities Act of 1933. The shares of common stock issued in clause (i) were sold in exchange for previously issued securities in transactions exempt from registration pursuant to Section 3(a)(9) of the Securities Act.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Removed and Reserved

Item 5. Other Information

None.

Item 6. Exhibits

3.1	Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.4 of the Registrant's Form 10-SB filed on April 4, 2006).
3.2	Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Preliminary Information Statement on Form 14C filed on December 29, 2006).
3.3	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-k filed on May 6, 2011).
4.1	Form of Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Annual Report on Form 10-K filed on March 30, 2009).
4.2	Certificate of Designation of Series A Preferred Stock (incorporated by reference to Exhibit 4.1 of the Issuers Form 8-K filed on January 17, 2008).
4.3	Certification of Designation of Series B Preferred Stock (incorporated by reference to Exhibit 4.1 of the Issuer's Form 8-K filed on May 12, 2008).
4.4	Certification of Designation of Series C Preferred Stock (incorporated by reference to Exhibit 10.2 of the Issuer's Form 8-K filed on August 21, 2008).
4.5	Certification of Designation of Series D Preferred Stock (incorporated by reference to Exhibit 10.2 of the Issuer's Form 8-K filed on January 5, 2009).
4.6	Warrant Certificate for warrants in connection with Series A Preferred Stock (incorporated by reference to Exhibit 10.2 of the Issuers Form 8-K filed on January 17, 2008).
4.7	Warrant Certificate for warrants in connection with Series B Preferred Stock (incorporated by reference to Exhibit 10.2 of the Issuers Form 8-K filed on May 12, 2008).
10.1	Employment offer letter with Kurt May dated June 9, 2011.
10.2	Employment offer letter with Linh Nguyen dated September 20, 2011 (incorporated by reference to Exhibit 10.1 of the Issuer's Form 8-K filed on September 27, 2011).
31.1	Rule 13a-14(a)/15d-14a(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14a(a) Certification of Chief Financial Officer.
32.1	Section 1350 Certification of Chief Executive Officer.
32.2	Section 1350 Certification of Chief Financial Officer.
101	XBRL Instance Document
101	XBRL Taxonomy Extension Schema Document
101	XBRL Taxonomy Calculation Linkbase Document
101	XBRL Taxonomy Definition Linkbase Document
101	XBRL Taxonomy Label Linkbase Document
101	XBRL Taxonomy Presentation Linkbase Document

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERNATIONAL STEM CELL CORPORATION

Dated: November 14, 2011

By: /S/ ANDREY SEMECHKIN
Name: **Andrey Semechkin**
Title: **Chief Executive Officer**

By: /S/ LINH T. NGUYEN
Name: **Linh T. Nguyen**
Title: **Chief Financial Officer (Principal Financial and Accounting Officer)**

Exhibit 10.1

June 9th, 2011

Kurt May
13313 Landfair Road
San Diego, CA 92130

Dear Kurt:

The following sets forth the terms of your proposed employment with International Stem Cell Corporation ("the Company" or "ISCO"). ISCO hereby offers you employment on the terms and conditions set forth below.

1. **Position**. Your title will be Senior Vice President of ISCO and you will report directly to the Chief Executive Officer. Your duties and responsibilities will include external relations with state authorities, scientific and other organizations, development of corporate governance, public relations, development of scientific and business partnerships, international projects as assigned by the CEO, mergers and acquisitions, as well as external relations supporting ISCO Stem Cell Bank. Responsibilities may be added, removed or otherwise modified, as the Company deems necessary.

2. **Salary**. You will receive an annual base salary of $225,000. Your status will be salaried exempt. If you decide to join us, you will receive semi-monthly payments of salary, in accordance with the Company's normal payroll procedures.

3. **Bonus**. You will be eligible for an annual bonus of up to $75,000 based on achievement of mutually agreed-upon milestones, assessed at the end of each evaluation period. You will be eligible for a prorated bonus in 2011. All bonus payments are made at the discretion of the Company.

4. **Stock Options**. In connection with the commencement of your employment, the Company will recommend that the Board of Directors grant you an option to purchase 300,000 shares of the Company's Common Stock. Additionally, within the first twelve months of your employment, the Company will recommend that the Board of Directors grant you an option to purchase 200,000 shares of the Company's Common Stock. Exercise price for both grants will be equal to fair market value on the dates of the grants. These option shares will vest over a four year period at 2% a month. All shares shall contain the standard provisions of the Company's stock option plan.

5. **Compensation Approval**. The above mentioned Salary, Bonus and Stock Options plans are subject to approval by the Company's Compensation Committee. The proposed compensation terms will be presented to the Committee immediately upon your acceptance of this Employment Offer letter.

6. **Withholding Taxes**. All forms of compensation referred to in this letter are subject to reduction to reflect applicable withholding and payroll taxes.

7. **Employee Benefits**. You will be eligible to receive employee benefits. The details of employee benefits will be explained in greater detail in a subsequent documentation and Employee Handbook. You should note that the Company may modify job titles, salaries, and benefits from time to time as it deems necessary.

_____ _____
Initial each page

8. **Start Date**. Upon satisfactory completion of background check, your employment will begin on July 18, 2011.

9. **At Will Employment**. Employment with International Stem Cell Corporation is at the mutual consent of the employee and the Company. Accordingly, while the Company has every hope that employment relationships will be mutually beneficial and rewarding; employees and the Company retain the right to terminate the employment relationship at will, at any time, with or without cause. Please note that no individual has the authority to make any contrary agreement or representation. Accordingly, this constitutes a final and fully binding integrated agreement with respect to the at-will nature of the employment relationship.

10. **Required Documents**. You agree to abide by the Company's policies and procedures, including those set forth in the Company's Employee Handbook. You will be required to read the Employment Handbook and sign the Acknowledgement of Receipt of Employment Handbook. You will be required to sign the necessary tax forms and to provide proof of your identity and authorization to work in the United States as required by Federal immigration laws. You will also be required to sign the Employee Proprietary Information Agreement.

11. **Covenant Not to Compete**. You acknowledge that by virtue of your employment pursuant to this Agreement, you will have access to valuable trade secrets and other confidential business and proprietary information of the Company. Except with the prior written consent of the CEO, you will not, during your employment by the Company, engage in competition with the Company and/or any of its Affiliates, either directly or indirectly in any manner or capacity, as adviser, principal, agent, affiliate, promoter, partner, officer, director, employee, stockholder, owner, co-owner, consultant, or otherwise, in any phase of the business of researching, developing, manufacturing, or marketing of products or services which are in the same field of use or which otherwise compete with the products or services or proposed products or services of the Company and/or any of its Affiliates.

12. **Non-Solicitation**. You shall not, either directly, or through others: (1) hire or participate in the hiring of any individual who is at that time, or who was during the one (1) year immediately prior thereto, an employee, consultant or independent contractor of the Company or any Affiliate; (2) solicit or attempt to solicit any individual who is at that time, or who was during the one (1) year immediately prior thereto, an employee, consultant or independent contractor of the Company or any Affiliate to terminate his or her relationship with the Company or any Affiliate in order to become an employee, consultant or independent contractor to or for any person or business entity; or (3) solicit or attempt to solicit the business of any client, customer, supplier, service provider, vendor, or distributor of the Company or any Affiliate that is at that time, or that was during the one (1) year immediately prior thereto, doing business with the Company or any Affiliate for the purpose of engaging in competition with the Company or any of its Affiliates.

13. **Disclosure**. We also ask that, if you have not already done so, you disclose to the Company any and all agreements relating to your prior employment that may affect your eligibility to be employed by the Company or limit the manner in which you may be employed. It is the Company's understanding that any such agreements will not prevent you from performing the duties of your position and you represent that such is the case. Moreover, you agree that, during the term of your employment with the Company, you will not engage in any other employment, occupation, consulting or other business activity directly related to the business in which the Company is now involved or becomes involved during the term of your employment, nor will you engage in any other activities that conflict with your obligations to the Company. Similarly, you agree not to bring any third party confidential information to the Company, including that of your former employer, and that in performing your duties for the Company you will not in any way utilize any such information.

14. **Dispute Resolution**. In the event of any dispute or claim relating to or arising out of the employment relationship between you and the Company, you and the Company agree that all such disputes shall be fully and finally resolved by binding arbitration, paid for by the Company, before JAMS under its then-existing rules for the resolution of employment disputes. The exclusive venue for the arbitration shall be San Diego, California. Any arbitration award may be entered in any court having competent jurisdiction. The prevailing party in any arbitration shall be entitled to an award of his or its reasonable attorney's fees and expert witness costs in addition to any other relief awarded by the trier of fact.

15. **Severability** If any provision of this letter agreement shall be invalid or unenforceable, in whole or in part, the provision shall be deemed to be modified or restricted to the extent and in the manner necessary to render the same valid and enforceable, or shall be deemed excised from this letter agreement, as the case may require, and this letter agreement shall be construed and enforced to the maximum extent permitted by law as if such provision had been originally incorporated in this letter agreement as so modified or restricted, or as if the provision had not been originally incorporated in this letter agreement, as the case may be.

16. **Headings**. Section headings in this letter agreement are for convenience only and shall be given no effect in the construction or interpretation of this letter agreement.

This letter, along with any agreements relating to proprietary rights between you and the Company, sets forth the terms of your employment with the Company and supersedes any prior representations or agreements including, but not limited to, any representations made during your recruitment, interviews or pre-employment negotiations, whether written or oral. This letter may not be modified or amended except by a written agreement signed by the Company and you.

We look forward to you joining our effort and hope the opportunity will be mutually rewarding. To confirm that you agree to the terms stated in this letter, please sign, date and return the enclosed copy of this letter.

Congratulations!

Sincerely,

International Stem Cell Corporation

By: /s/ Andrey Semechkin

Andrey Semechkin, CEO

This will acknowledge my acceptance of this offer of employment.

/s/ Kurt May
(Signature)

Date: 6/16/11

Kurt May
(Print Name)

SS# _____

Initial each page

Exhibit 31.1

CERTIFICATION PURSUANT TO
FORM OF RULE 13a-14(a)
AS ADOPTED PURSUANT TO
SECTION 302(A) OF THE SARBANES-OXLEY ACT OF 2002

I, Andrey Semechkin, Chief Executive Officer of International Stem Cell Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of International Stem Cell Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2011

By: /s/ Andrey Semechkin
Andrey Semechkin
Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
FORM OF RULE 13a-14(a)
AS ADOPTED PURSUANT TO
SECTION 302(A) OF THE SARBANES-OXLEY ACT OF 2002

I, Linh T. Nguyen, Chief Financial Officer of International Stem Cell Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of International Stem Cell Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2011

By: /s/ Linh T. Nguyen
Linh T. Nguyen
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q (the "Report") of International Stem Cell Corporation (the "Company") for the quarter ended September 30, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Andrey Semechkin, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, that as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2011

By: /s/ Andrey Semechkin
Andrey Semechkin
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q (the "Report") of International Stem Cell Corporation (the "Company") for the quarter ended September 30, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Linh T. Nguyen, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, that as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2011

By: /s/ Linh T. Nguyen
Linh T. Nguyen
Chief Financial Officer
(Principal Financial and Accounting Officer)