

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 29, 2012

INTERNATIONAL STEM CELL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

000-51891
**(Commission
File Number)**

20-4494098
**(IRS Employer
Identification Number)**

5950 Priestly Drive, Carlsbad, CA 92008
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendment of Articles of Incorporation or Bylaws; Change in Fiscal Year

Following approval by its stockholders at the 2012 Annual Meeting (as discussed below), on May 30, 2012, International Stem Cell Corporation (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation to increase the aggregate number of shares of common stock which the Company will have authority to issue from 200,000,000 shares to 300,000,000 shares.

As a result of conversion by the holders of all shares of Series A Preferred Stock to common stock, there were no longer any shares of Series A Preferred Stock outstanding. On May 30, 2012, the Company filed a Certificate of Elimination for the Series A Preferred Stock. The Certificate of Elimination amended the provisions of the Certificate of Incorporation of the Company to eliminate the powers, designations, preferences, privileges and other rights of the Series A Preferred Stock.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on May 29, 2012. The stockholders considered three proposals, each of which is described in more detail in the Company’s definitive proxy statement dated April 16, 2012.

Proposal 1: Election of seven directors to hold office until the 2012 Annual Meeting:

A. Directors elected by holders of Series C Preferred Stock and Series D Preferred Stock.

	<u>FOR</u>	<u>WITHHELD</u>
Andrey Semechkin	17,273,200	0
Ruslan Semechkin	8,000,000	0

B. Directors elected by holders of all shares of stock.

	<u>FOR</u>	<u>WITHHELD</u>
Donald A. Wright	59,288,232	1,595,173
James H. Berglund	59,276,032	1,607,373
Paul V. Maier	59,316,932	1,566,473
Charles J. Casamento	59,274,232	1,609,173
Jeffrey D. Janus	57,399,832	3,483,573

Broker Non-Votes: 42,950,153

All of the foregoing candidates were elected.

Proposal 2: Ratification of the selection of Mayer Hoffman McCann, P.C., as the Company’s independent public accountants for the Company’s fiscal year ending December 31, 2012 (shares of common stock and all classes of preferred stock voting together):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
98,264,712	4,242,997	338,811

Broker Non-Votes: none

The foregoing proposal was approved.

Proposal 3: Approval of amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of common stock from 200 million to 300 million (shares of common stock and all classes of preferred stock voting together):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
91,660,650	10,661,893	400,393

Broker Non-Votes: 123,584

The foregoing proposal was approved.

Item 9.01 Financial Statements and Exhibits

(d.) Exhibits

- 3.1 Certificate of Amendment to Certificate of Incorporation
- 3.2 Certificate of Elimination for Series A Preferred Stock

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

International Stem Cell Corporation

By: /s/ Linh Nguyen

Linh Nguyen

Chief Financial Officer

Dated: June 1, 2012

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION OF
INTERNATIONAL STEM CELL CORPORATION**

International Stem Cell Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: On March 22, 2012, the Board of Directors of the Corporation duly adopted resolutions approving the following amendment to the Corporation's Certificate of Incorporation (the "Certificate of Incorporation"), declaring said amendment to be advisable and providing for the consideration of such amendment at the Corporation's annual meeting of stockholders.

SECOND: On May 29, 2012, the Corporation's annual meeting of stockholders was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: Section 1 of Article FOURTH of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

"Section 1. Authorization of Shares.

The aggregate number of shares of capital stock which the Corporation will have the authority to issue is 320,000,000 shares, consisting of 300,000,000 shares of common stock, having a par value of \$0.001 per share ("Common Stock"), and 20,000,000 shares of preferred stock, having a par value of \$0.001 per share ("Preferred Stock")."

IN WITNESS WHEREOF, International Stem Cell Corporation has caused this Certificate of Amendment to be signed by the undersigned, thereunto duly appointed, this 29th day of May, 2012.

By: /s/ Linh Nguyen

Linh Nguyen
Secretary

CERTIFICATE OF ELIMINATION OF THE SERIES A PREFERRED STOCK OF INTERNATIONAL STEM CELL CORPORATION

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware International Stem Cell Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Certificate of Incorporation of the Corporation, as theretofore amended, the Board of Directors of the Corporation, by resolutions duly adopted, authorized the issuance of a series of Five Million (5,000,000) shares of Series A Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and on January 15, 2008, filed a Certificate of Designation with respect to such Series A Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That no shares of such Series A Preferred Stock are outstanding and no shares thereof will be issued subject such Certificate of Designation.

3. That the Board of Directors of the Corporation has adopted the following resolutions:

WHEREAS, by resolution of the Board of Directors of the Corporation and by a Certificate of Designation (the "Certificate of Designation") filed in the office of the Secretary of State of the State of Delaware on January 15, 2008, the Corporation authorized the issuance of a series of Five Million (5,000,000) shares of Series A Preferred Stock, par value \$0.001 per share, of the Corporation (the "Series A Preferred Stock") and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof; and

WHEREAS, as of the date hereof, no shares of such Series A Preferred Stock are outstanding and no shares of such Series A Preferred Stock will be issued subject to said Certificate of Designation; and

WHEREAS, it is desirable that all matters set forth in the Certificate of Designation with respect to such Series A Preferred Stock be eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that all matters set forth in the Certificate of Designation with respect to such Series A Preferred Stock be eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation; and

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, authorized and directed to file a Certificate with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Certificate of Designation with respect to such Series A Preferred Stock shall be eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

4. That, accordingly, all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

IN WITNESS WHEREOF, International Stem Cell Corporation has caused this Certificate to be executed by its duly authorized officer on May 29, 2012.

INTERNATIONAL STEM CELL CORPORATION

By: /s/ Linh Nguyen
 Name: Linh Nguyen
 Office: Chief Financial Officer and Secretary