

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): April 9, 2013**

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**INTERNATIONAL STEM CELL CORPORATION**

**(Exact name of registrant as specified in its charter)**

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**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)**

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

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

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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATION ARRANGEMENTS OF CERTAIN OFFICERS**

On April 9, 2013 Ms. Linh Nguyen notified the Board of Directors of International Stem Cell Corporation, a Delaware corporation, (the “Company”) of her resignation as the Company’s Chief Financial Officer. Her resignation will be effective April 15, 2013 but she has agreed to assist with the transition of her responsibilities following her departure. Ms. Nguyen is pursuing a career opportunity in the software industry and has indicated that her resignation did not result from any disagreement with the Company’s operations, policies or practices.

The Company has appointed Mr. Jay Novak, age 47, who is currently serving as the Company’s Director of Finance, as the interim Chief Financial Officer, effective April 16, 2013. Mr. Novak has over 18 years of experience in finance and accounting. He joined the Company in July 2011 and has been serving as Director of Finance since May 2012. Prior to joining the Company, Mr. Novak served as Financial Reporting Manager at Volcano Corporation, a medical device company, from April 2010 to June 2011, as a financial consultant from September 2009 until March 2010, and as Associate Director of Finance at Nanogen, Inc. from April 2007 until August 2009. He previously served as Associate Director of Finance at Elan Pharmaceuticals and as Assistant Director of Finance at Isis Pharmaceuticals. He is a certified public accountant, having begun his career with Deloitte & Touche, LLP. He received a B.S. in Accountancy from California State University, Long Beach, and an MBA from University of California, Irvine.

**ITEM 5.03 AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR**

As a result of conversion in January 2013 by the holders of all shares of Series C Preferred Stock to common stock, there were no longer any shares of Series C Preferred Stock outstanding. On April 10, 2013, the Company filed a Certificate of Elimination for the Series C 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 C Preferred Stock.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d.) Exhibits

3.1 Certificate of Elimination for Series C Preferred Stock

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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/ Andrey Semechkin

Andrey Semechkin

Co-Chairman and Chief Executive Officer

Dated: April 15, 2013

**CERTIFICATE OF ELIMINATION OF THE SERIES C 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 Three Million (3,000,000) shares of Series C Preferred Stock, par value \$0.001 per share (the "Series C Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and on August 19, 2008, filed a Certificate of Designation with respect to such Series C Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That no shares of such Series C 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 August 19, 2008, the Corporation authorized the issuance of a series of Three Million (3,000,000) shares of Series C Preferred Stock, par value \$0.001 per share, of the Corporation (the "Series C 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 C Preferred Stock are outstanding and no shares of such Series C 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 C 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 C 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 C 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 C 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 April 9, 2013.

INTERNATIONAL STEM CELL CORPORATION

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