
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 8, 2014

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 2014 Annual Meeting (as discussed below), on May 8, 2014, 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 300,000,000 shares to 600,000,000 shares.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on May 8, 2014. The stockholders considered three proposals, each of which is described in more detail in the Company’s definitive proxy statement dated March 24, 2014.

Proposal 1: Election of five directors to hold office until the 2015 Annual Meeting:

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

	<u>FOR</u>	<u>WITHHELD</u>
Andrey Semechkin	28,666,667	0
Ruslan Semechkin	28,666,667	0

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

	<u>FOR</u>	<u>WITHHELD</u>
Donald A. Wright	100,608,006	604,047
Paul V. Maier	100,571,537	604,336
Charles J. Casamento	100,499,806	712,247

Broker Non-Votes: 70,682,677

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, 2014 (shares of common stock and all classes of preferred stock voting together):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
166,248,902	1,455,480	883,473

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 300 million to 600 million (shares of common stock and all classes of preferred stock voting together):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
145,818,664	19,709,638	984,070

Broker Non-Votes: 5,382,358

The foregoing proposal was approved.

Item 9.01 Financial Statements and Exhibits

(d.) Exhibits

3.1 Certificate of Amendment to Certificate of Incorporation

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/ Jay Novak
Jay Novak
Chief Financial Officer

Dated: May 14, 2014

**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 February 26, 2014, 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 8, 2014, 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 620,000,000 shares, consisting of 600,000,000 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 8th day of May, 2014.

By: /s/ Jay Novak

Jay Novak

Secretary