

---

---

**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): December 4, 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 Special Meeting (as discussed below), on December 4, 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 600,000,000 shares to 720,000,000 shares.

**Item 5.07      Submission of Matters to a Vote of Security Holders**

The Company held a Special Meeting of Stockholders on December 4, 2014. The stockholders considered two proposals, each of which is described in more detail in the Company’s definitive proxy statement dated October 29, 2014.

**Proposal 1:**      Approval of amendment to the Company’s Certificate of Incorporation to increase the number of authorized share of common stock from 600 million to 720 million (shares of common stock and all classes of preferred stock voting together):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
242,700,641	23,092,880	1,513,568

Broker Non-Votes: none

The foregoing proposal was approved.

**Proposal 2:**      Approval of amendment to the Company’s Certificate of Incorporation to effect a reverse stock split of the Company’s common stock at a ratio of not less than one-for-fifty and not greater than one-for-one-hundred-fifty, with the exact ratio to be set within such range in the discretion of the Board of Directors without further approval or authorization of the Company’s stockholders, provided that the Board of Directors determines to effect the reverse stock split of the common stock and such amendment is filed with the Secretary of State of Delaware no later than September 30, 2015 (shares of common stock and all classes of preferred stock voting together):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
249,575,182	16,860,004	829,900

Broker Non-Votes: none

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: December 5, 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 October 7, 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 a special meeting of stockholders of the Corporation.

SECOND: On December 4, 2014, the special meeting of stockholders of the Corporation 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 740,000,000 shares, consisting of 720,000,000 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 4th day of December, 2014.

By:

/s/ Jay Novak

Jay Novak  
Secretary