
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 22, 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))
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ITEM 3.02 Unregistered Sales of Equity Securities

From November 13, 2014 through December 22, 2014, the Company has issued an additional 14,894,214 shares of common stock in transactions that were not registered under the Securities Act of 1933, with the issuances on December 22 resulting in an increase in the number of shares of common stock outstanding by more than 5% compared to the number of shares reported outstanding in the Company's last Quarterly Report on Form 10-Q. The Company has issued a total of 9,000,000 shares of common stock to holders of its Series H-1 Convertible Preferred Stock upon conversion of a portion of the shares of Series H-1 Convertible Preferred Stock. The shares of common stock issued upon conversion of shares of Series H-1 Convertible Preferred Stock were issued in reliance upon the exemption from registration in Section 3(a)(9) of the Securities Act of 1933. In addition, the Company issued 5,894,214 shares to Dr. Andrey Semechkin upon the exercise for cash of his Series B Warrants issued in the financing transaction completed in October 2014. The Company received total consideration of \$340,000 upon exercise of those warrants. The shares of common stock issued upon exercise of those warrants were offered and sold in a private placement transaction in reliance upon the exemption from registration in Section 4(a)(2) of the Securities Act of 1933. Dr. Andrey Semechkin is the Company's Co-Chairman and Chief Executive Officer.

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 26, 2014