
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): July 22, 2015

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, California 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 3.03 Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 of this Current Report on Form 8-K is hereby incorporated by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the special meeting of the stockholders held on December 4, 2014 the stockholders of International Stem Cell Corporation (the "Company") authorized the Board of Directors of the Company (the "Board"), in its discretion, to amend the Company's Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to effect a reverse split of the Company's common stock, par value \$0.001 per share (the "Common Stock"), at a ratio from and including one-for-fifty (1:50) to and including one-for-one-hundred-fifty (1:150), with such ratio to be determined by the Board. On July 21, 2015 the Board determined to set the specific reverse stock split ratio at one-for-one-hundred-fifty (1:150) (the "Reverse Stock Split") and approved the final form of Certificate of Amendment to the Company Certificate of Incorporation to effectuate the Reverse Stock Split (the "Certificate of Amendment").

The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on July 22, 2015, and the Reverse Stock Split shall become effective in accordance with the terms of the Certificate of Amendment at 12:01 a.m. Eastern Daylight Time on July 29, 2015 (the "Effective Time").

At the Effective Time, every 150 shares of Common Stock issued and outstanding will be automatically combined into one share of issued and outstanding Common Stock, without any change in the par value per share. No fractional shares will be issued in connection with the Reverse Stock Split. In accordance with the Certificate of Amendment, any fractional shares resulting from the Reverse Stock Split will be rounded up to the nearest whole number. Beginning with the opening of trading on July 29, 2015, the Company's common stock will trade on the OTC QB on a Reverse Stock Split adjusted basis with new CUSIP number of 460378 201.

The Reverse Stock Split will result in a proportionate adjustment to (i) the per share exercise price and the number of shares of Common Stock issuable upon the exercise of outstanding stock options and warrants and (ii) the number of shares issuable upon conversion of shares of our preferred stock, as well as the number of shares of Common Stock eligible for issuance under the Company's Equity Participation Plans.

A copy of the Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Certificate of Incorporation.

SIGNATURES

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/ Sofya Bakalova

Sofya Bakalova

Vice President, Legal Affairs and Operations

Dated: July 28, 2015

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTERNATIONAL STEM CELL CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 2015, AT 6:51 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

/s/ Jeffrey W. Bullock

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 2581356

DATE: 07-22-15

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You may verify this certificate online
at corp.delaware.gov/authver.shtml

**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 and July 21, 2015, 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 by adding the following paragraph to the end of each section:

"Upon this Certificate of Amendment becoming effective pursuant to the Delaware General Corporation Law (the "Effective Time"), each 150 shares of Common Stock issued and outstanding immediately prior to the Effective Time shall automatically, without further action on the part of the Company or any holder of Common Stock, be reclassified, combined and converted as of the Effective Time into one fully paid and non-assessable share of Common Stock. From and after the Effective Time, certificates representing shares of the Common Stock that were issued and outstanding prior to the Effective Time shall represent the number of whole shares of Common Stock into which such issued and outstanding shares of Common Stock shall have been reclassified pursuant to this Certificate of Amendment (subject to the treatment of fractional shares as set forth below); provided, however, that no fractional shares shall be issued to any holder of shares of Common Stock issued and outstanding prior to the Effective Time and that, instead of issuance of such fractional shares, the Company shall round any fractional shares up to the nearest whole number in lieu of any other payment that would otherwise be made for such fractional share."

FIFTH: The foregoing amendment to the Certificate of Incorporation shall be effective as of 12:01 am Eastern Daylight Time on July 29, 2015.

IN WITNESS WHEREOF, International Stem Cell Corporation has caused this Certificate of Amendment to be signed by the undersigned, thereu
duly appointed, this 22 day of July, 2015.

By: /s/ Sofya Bakalova

Sofya Bakalova

Vice President, Legal Affairs and Operations