
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 3, 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, 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

As a result of conversion between November 2014 and November 2015 by the holders of all shares of Series H-1 and Series H-2 Preferred Stock to common stock, there were no longer any shares of Series H-1 and Series H-2 Preferred Stock outstanding. On December 3, 2015, the Company filed Certificates of Elimination for the Series H-1 and Series H-2 Preferred Stock. The Certificates 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 H-1 and Series H-2 Preferred Stock.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d.) Exhibits

3.1 Certificate of Elimination for Series H-1 Preferred Stock

3.2 Certificate of Elimination for Series H-2 Preferred Stock

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/ Mahnaz Ebrahimi

Mahnaz Ebrahimi
Chief Financial Officer

Dated: December 3, 2015

**CERTIFICATE OF ELIMINATION OF THE SERIES H-1 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 Two Thousand (2,000) shares of Series H-1 Convertible Preferred Stock, par value \$0.001 per share (the "Series H-1 Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and on October 9, 2014, filed a Certificate of Designation with respect to such Series H-1 Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That no shares of such Series H-1 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 October 9, 2014, the Corporation authorized the issuance of a series of Two Thousand (2,000) shares of Series H-1 Convertible Preferred Stock, par value \$0.001 per share, of the Corporation (the "Series H-1 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 H-1 Preferred Stock are outstanding and no shares of such Series H-1 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 H-1 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 H-1 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 H-1 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 H-1 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 December 2, 2015.

INTERNATIONAL STEM CELL CORPORATION

By: /s/ Mahnaz Ebrahimi
Name: Mahnaz Ebrahimi
Office: Chief Financial Officer and Secretary

**CERTIFICATE OF ELIMINATION OF THE SERIES H-2 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 Five Hundred (500) shares of Series H-2 Convertible Preferred Stock, par value \$0.001 per share (the "Series H-2 Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and on October 9, 2014, filed a Certificate of Designation with respect to such Series H-2 Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That no shares of such Series H-2 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 October 9, 2014, the Corporation authorized the issuance of a series of Five Hundred (500) shares of Series H-2 Convertible Preferred Stock, par value \$0.001 per share, of the Corporation (the "Series H-2 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 H-2 Preferred Stock are outstanding and no shares of such Series H-2 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 H-2 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 H-2 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 H-2 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 H-2 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 December 2, 2015.

INTERNATIONAL STEM CELL CORPORATION

By: /s/ Mahnaz Ebrahimi
Name: Mahnaz Ebrahimi
Office: Chief Financial Officer and Secretary