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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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**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 13, 2016**

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**INTERNATIONAL STEM CELL CORPORATION**

(Exact name of registrant as specified in its charter)

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**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)

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

Following approval by the stockholders at the 2016 Annual Meeting, as discussed below, on May 13, 2016, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Certificate of Incorporation, as amended, reducing the authorized number of shares of common stock to 120,000,000.

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

The Company held its Annual Meeting of Stockholders on May 13, 2016. The stockholders considered five proposals, each of which is described in more detail in the Company's definitive proxy statement dated April 18, 2016.

**Proposal 1:** Election of five directors to hold office until the 2017 Annual Meeting:

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

	<b>FOR</b>	<b>WITHHELD</b>
Andrey Semechkin	2,457,142	0
Russell Kern	2,457,142	0

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

	<b>FOR</b>	<b>WITHHELD</b>
Donald A. Wright	4,114,985	19,788
Paul V. Maier	4,114,906	19,867
Charles J. Casamento	4,114,737	21,036

Broker Non-Votes: 1,611,146

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, 2016 (shares of common stock and all classes of preferred stock voting together):

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
5,241,594	50,028	26,536

Broker Non-Votes: none

The foregoing proposal was approved.

**Proposal 3:** Approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in the proxy statement (shares of common stock and all classes of preferred stock voting together):

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
4,084,389	36,296	13,980

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Broker Non-Votes: 1,611,254

The foregoing proposal was approved.

**Proposal 4:** Approval of the amendment to the Company's Certificate of Incorporation to decrease the number of authorized shares of Common Stock to 120,000,000 (shares of common stock and all classes of preferred stock voting together):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
5,184,978	122,764	10,412

Broker Non-Votes: 427,765

The foregoing proposal was approved.

**Proposal 5:** Approval of amendments to the Company's 2010 Equity Participation Plan (shares of common stock and all classes of preferred stock voting together):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
4,069,235	47,900	17,531

Broker Non-Votes: 1,611,253

The foregoing proposal was approved.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Form of 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/ Mahnaz Ebrahimi  
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Mahnaz Ebrahimi  
Chief Financial Officer

Dated: May 17, 2016

**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 March 24, 2016, 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 annual meeting of stockholders of the Corporation.

SECOND: On May 13, 2016, the annual 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 140,000,000 shares, consisting of 120,000,000 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 13th day of May, 2016.

By:

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Mahnaz Ebrahimi  
Chief Financial Officer and Secretary