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): November 12, 2018

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)

	ck the appropriate box below if the Form8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the wing 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))	
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).		
Emerging growth company		
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.		

Item 1.01 Entry into a Material Definitive Agreement.

On November 12, 2018, International Stem Cell Corporation (the "Company") entered into the First Amendment to Promissory Note (the "Amendment") with Dr. Andrey Semechkin, pursuant to which the Company and Dr. Semechkin amended the terms of that certain Promissory Note, dated August 8, 2018 (the "Note"), in order to extend the maturity date of the Note from November 1, 2018 to January 15, 2019. Dr. Semechkin is the Company's Co-Chairman and Chief Executive Officer.

The Note currently has an outstanding principal amount of \$2,000,000 and may be pre-paid by the Company without penalty at any time.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	
Number	Description
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10.1 First Amendment to Promissory Note, dated November 12, 2018, by and between the Registrant and Dr. Andrey Semechkin.

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/ Sophia Garnette

Sophia Garnette Vice President, Legal Affairs and Operations

Dated: November 12, 2018

FIRST AMENDMENT TO INTERNATIONAL STEM CELL CORPORATION PROMISSORY NOTE

THIS FIRST AMENDMENT TO PROMISSORY NOTE ("Amendment"), dated November 12, 2018, is entered into by International Stem C Corporation, a Delaware corporation, with offices located at 5950 Priestly Drive, Carlsbad, CA 92008 (the **Borrower**") and Andrey Semechkin or his assigns (the "**Noteholder**");

WHEREAS, Borrower and Noteholder are parties to that certain Promissory Note, dated as of August 8, 2018 (the "Promissory Note"); and

WHEREAS, Borrower and Noteholder desire to amend the Promissory Note; and

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed by each party hereto as follows:

- 1. Maturity Date specified in the Promissory Note Section 2.1 ("Final Payment Date") as November 1, 2018 shall be extended to January 15, 2019.
- 2. Except as expressly amended and modified by this Amendment, the Promissory Note is and shall continue to be in full force and effect in accordance with the terms thereof.

IN WITNESS WHEREOF, the Borrower and the Noteholder have executed this Amendment as of the date first written above.

BORROWER NOTEHOLDER

International Stem Cell Corporation

Andrey Semechkin

/s/ Sophia GarnetteNovember 12, 2018/s/ Andrey SemechkinNovember 12, 2018SignatureDATESignatureDATE

Sophia D. Garnette VP Legal Affairs & Operations

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