
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 8, 2016

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

On November 14, 2016, International Stem Cell Corporation (the "Company") filed its Quarterly Report on Form 10-Q for the period ended September 30, 2016 (the "November Quarterly Report") reporting 3,642,696 shares outstanding as of November 12, 2016.

On December 8, 2016, the Company issued an additional 285,714 shares of common stock in a transaction that was not registered under the Securities Act of 1933, resulting in an increase in the number of shares of common stock outstanding by more than 5% compared to the number of shares last updated in the November Quarterly Report. The Company issued 285,714 shares to Dr. Andrey Semechkin upon the exercise for cash of his Series C Warrants issued in the financing transaction completed in March 2016. The Company received total consideration of approximately \$500,000 upon exercise of those warrants. The shares of common stock issued upon exercise of those warrants were issued in a private 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. Reflecting these issuances, as of December 8, 2016, the Company had 3,928,410 shares of common stock outstanding.

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 13, 2016