
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): June 25, 2021

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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 5.03 Submission of Matters to a Vote of Security Holders

As a result of the conversion, by the holders thereof, of all remaining shares of Series I-1 Preferred Stock to common stock, there were no longer any shares of Series I-1 Preferred Stock outstanding. On June 25, 2021, the Company filed a Certificate of Elimination for the Series I-1 Preferred Stock. The Certificate 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 I-1 Preferred Stock.

Item 9.01 Financial Statements and Exhibits

(d.) Exhibits

3.1 [Certificate of Elimination for Series I-1 Preferred Stock](#)

Signature(s)

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

Date: June 30, 2021

By: /s/ Sophia Gamette

Sophia Gamette

VP Legal Affairs and Operations

CERTIFICATE OF ELIMINATION OF THE SERIES I-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 I-1 Convertible Preferred Stock, par value \$0.001 per share (the "Series I-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 March 11, 2016, filed a Certificate of Designation with respect to such Series I-1 Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That no shares of such Series I-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 March 11, 2016, the Corporation authorized the issuance of a series of Two Thousand (2,000) shares of Series I-1 Convertible Preferred Stock, par value \$0.001 per share, of the Corporation (the "Series I-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 I-1 Preferred Stock are outstanding and no shares of such Series I-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 I-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 I-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 I-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 June 24, 2021.

INTERNATIONAL STEM CELL CORPORATION

By: /s/ Sophia Garnette

Name: Sophia Garnette

Office: Vice President, Legal Affairs & Operations and Secretary