

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gamette Sophia</u>  (Last) (First) (Middle) <u>C/O INTERNATIONAL STEM CELL CORPORATION</u> <u>5950 PRIESTLY DRIVE</u>  (Street) <u>CARLSBAD</u> <u>CA</u> <u>92008</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Intemational Stem Cell CORP [ ISCO.OB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Legal Affairs &amp; Operation</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/10/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>07/10/2018</u>		<u>M</u>		<u>2,833</u>	<u>A</u>	<u>\$1.09</u>	<u>3,100</u>	<u>D</u>	
<u>Common Stock</u>	<u>07/10/2018</u>		<u>S</u>		<u>2,833</u>	<u>D</u>	<u>\$1.58<sup>(1)</sup></u>	<u>267</u>	<u>D</u>	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Stock Option (Right to Buy)</u>	<u>\$1.09</u>	<u>07/10/2018</u>		<u>M</u>		<u>2,833</u>	<u>(2)</u>	<u>02/10/2027</u>	<u>Common Stock</u>	<u>18,600</u>	<u>\$0</u>	<u>15,767</u>	<u>D</u>	

Explanation of Responses:

1. The reported shares were sold in open market transactions through a broker-dealer at \$1.58 per share.
2. The option, representing a total of 20,000 shares, became exercisable "vested" in installments. 3/36th of the shares underlying such options vested on May 10, 2017, and the remaining shares in equal monthly installments over a period of 33 months.

/s/ Sophia Gamette

07/12/2018

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.