

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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*<br><b>Don Wright</b>                                     | 2. Issuer Name and Ticker or Trading Symbol<br><b>Intemational Stem Cell CORP [ ISCO.OB ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
| (Last) (First) (Middle)<br><b>C/O INTERNATIONAL STEM CELL CORP.</b><br><b>5950 PRIESTLY DRIVE</b> | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/09/2021</b>                         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person    |
| (Street)<br><b>CARLSBAD CA 92008</b>                                                              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                      |                                                                                                                                                                                                  |
| (City) (State) (Zip)                                                                              |                                                                                               |                                                                                                                                                                                                  |

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                                           |                                                                                               |                                                          |                                              |

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                         | (A) (D)                                                                                | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                                                  |                                            |                                                                                                    |                                                           |                                                        |
| Stock Option (Right to Buy)                | \$0.39                                                 | 06/09/2021                           |                                                   | A                              | 183,481                                                                                | (1) 06/09/2031                                           | Common Stock 183,481                                                              | \$0                                        | 183,481                                                                                            | D                                                         |                                                        |
| Stock Option (Right to Buy)                | \$0.39                                                 | 06/09/2021                           |                                                   | A                              | 30,000                                                                                 | (2) 06/09/2031                                           | Common Stock 30,000                                                               | \$0                                        | 30,000                                                                                             | D                                                         |                                                        |

Explanation of Responses:

1. Stock option granted as part of compensation for non-employee directors. Options vest in four equal quarterly increments, beginning 9/09/2021.
2. Stock option granted as part of compensation for non-employee directors. Options vest fully at the earlier of (i) June 09, 2022 or (ii) the date of the 2022 Annual Meeting of Stockholders, with vesting accelerated for all shares in the event of a change in control.

/s/ Sophia Gamette, Attorney-in-Fact 06/11/2021

\*\* 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.