

GERON CORPORATION

Form 8-K

October 29, 2003

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K**

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
SECURITIES AND EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): October 29, 2003

GERON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-20859
(Commission File Number)

75-2287752
(IRS Employer
Identification Number)

**230 Constitution Drive
Menlo Park, California**
(Address of principal executive offices)

94025
(Zip Code)

(650) 473-7700
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events.

On October 29, 2003, Geron Corporation, a Delaware corporation (the "Company"), filed with the Commission a Prospectus Supplement under its Registration Statement on Form S-3, Registration No. 333-81596, in connection with an underwritten public offering of 5,000,000 shares of the Company's common stock, par value \$0.001 per share. In connection with the offering, the Company executed an Underwriting Agreement, dated October 29, 2003, with UBS Securities LLC, SG Cowen Securities Corporation, Lazard Frères & Co. LLC and Needham & Company, Inc. as managing underwriters.

The Prospectus Supplement and the Underwriting Agreement are filed as an exhibit to this Current Report on Form 8-K. The summary description of the transaction is qualified in its entirety by reference to the documents filed as exhibits hereto.

Item 7. Exhibits.

Exhibits

1.1	Underwriting Agreement dated October 29, 2003.
99.1	Prospectus Supplement dated October 29, 2003.

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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.

GERON CORPORATION

Date: October 29, 2003

By: /s/ WILLIAM D. STEMPEL

Name: William D. Stempel

Title: Vice President and General Counsel

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Exhibits

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| 1.1 | Underwriting Agreement dated October 29, 2003. |
| 99.1 | Prospectus Supplement dated October 29, 2003. |