

STEMCELLS INC  
Form 8-K  
May 07, 2007

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UNITED STATES  
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):

May 2, 2007

StemCells, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-19871

94-3078125

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

3155 Porter Drive, Palo Alto, California

94304

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

650.475.3100

Not Applicable

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 2.02 Results of Operations and Financial Condition.**

On May 7, 2007, StemCells, Inc. issued a press release announcing its first quarter financial results for the quarter ended March 31, 2007. The full text of the press release is attached hereto as Exhibit 99.1.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective May 2, 2007, the Board of Directors of StemCells, Inc. amended the Company's by-laws to provide for, among other things, action to be taken by directors by electronic transmissions and for the Company to maintain certain business records, including its stock ledger and minute books, on electronic storage. The full text of the Company's amended and restated by-laws is attached hereto as Exhibit 3(ii).

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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.

StemCells, Inc.

May 7, 2007

By: *Kenneth B. Stratton*

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*Name: Kenneth B. Stratton*  
*Title: General Counsel*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
3.(ii) 99.1	Amended and Restated By-laws of StemCells, Inc. Press Release