

STEMCELLS INC  
Form 8-K  
December 23, 2002

**Table of Contents**

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**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): December 20, 2002

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**STEMCELLS, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of incorporation)*

**0-19871**  
*(Commission File Number)*

**94-3078125**  
*(I.R.S. Employer Identification Number)*

**3155 Porter Drive**  
**Palo Alto, California 94304**  
*(Address, of principal executive offices, including zip code)*

**(650) 475-3100**  
*(Registrant's Telephone number including area code)*

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**TABLE OF CONTENTS**

Item 5. OTHER EVENTS

SIGNATURES

EXHIBIT INDEX

Press Release, dated December 20, 2002

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**Table of Contents**

**Item 5. OTHER EVENTS**

StemCells, Inc. (the Company ) reported that the Nasdaq Stock Market has approved its application to transfer the listing of its common stock from the National Market to the SmallCap Market, effective December 23, 2002 at the opening of business. A copy of the Company s press release announcing the approval is attached as Exhibit 99.1 to this Report and incorporated herein by this reference.

**Table of Contents**

**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

By: /s/ Martin McGlynn

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Martin McGlynn  
*President and Chief Executive Officer*

Date: December 20, 2002

**Table of Contents**

**EXHIBIT INDEX**

99.1 Press release dated December 20, 2002

4