

STEMCELLS INC  
Form POS AM  
July 18, 2008

Registration No. 333-128797

As filed with the Securities and Exchange Commission on July 18, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1  
TO  
Form S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**StemCells, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**94-3078125**

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

**3155 Porter Drive  
Palo Alto, CA 94304  
(650) 475-3100**

*(Address, including zip code, and telephone number, including area code of principal executive offices)*

**Kenneth B. Stratton, Esq.**

**General Counsel**

**StemCells, Inc.**

**3155 Porter Drive  
Palo Alto, CA 94304  
(650) 475-3100**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

Please send copies of all communications to:

**Geoffrey Davis, Esq.**

**Ropes & Gray LLP**

**One International Place  
Boston, Massachusetts 02110  
(617) 951-7000**

Approximate date of commencement of proposed sale to the public **Not Applicable**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act ) other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 ( Post-Effective Amendment No. 1 ) relates to the Registration Statement on Form S-3 of the Registrant (File No. 333-128797) (the Registration Statement ) pertaining to the shelf registration of an indeterminate number of shares of the Registrant's common stock, \$0.01 par value per share ( Common Stock ), up to a total dollar amount of \$100,000,000, which was filed with the Securities and Exchange Commission on October 3, 2005, as amended by pre-effective Amendment No. 1 on November 3, 2005.

In accordance with the Registrant's undertaking in Part II, Item 17(c)(3) of the Registration Statement, this Post-Effective Amendment No. 1 hereby amends the Registration Statement to deregister any shares of Common Stock registered pursuant to the Registration Statement and not otherwise sold thereunder.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on July 18, 2008.

**StemCells, Inc.**

By: /s/ Martin M. McGlynn  
 Name: Martin M. McGlynn  
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed below by the following persons in the capacities indicated and on the dates indicated.

/s/ Martin M. McGlynn	President and Chief Executive Officer and Director (principal executive officer)	July 18, 2008
Martin M. McGlynn		
/s/ Rodney K.B. Young	Chief Financial Officer	July 18, 2008
Rodney K.B. Young	(principal financial officer)	
/s/ George Koshy	Chief Accounting Officer	July 18, 2008
George Koshy	(principal accounting officer)	
*	Director	July 18, 2008
Eric H. Bjerkholt		
*	Director	July 18, 2008
Ricardo B. Levy, Ph.D.		
/s/ Desmond H. O'Connell, Jr.	Director	July 18, 2008
Desmond H. O'Connell, Jr.		
*	Director	July 18, 2008
Roger M. Perlmutter, M.D., Ph.D.		
*	Director, Chairman of the Board	July 18, 2008
John J. Schwartz, Ph.D.		

\*

Director

July 18, 2008

Irving L. Weissman, M.D.

\*By: /s/ Martin M. McGlynn  
Martin M. McGlynn  
Attorney-in-fact