

STEMCELLS INC  
Form 8-K  
June 13, 2014

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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):

June 11, 2014

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.)

7707 Gateway Blvd, Suite 140, Newark,  
California

94560

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

510.456.4000

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))



**Top of the Form****Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 11, 2014, StemCells, Inc. (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting), at 2:00 p.m. local time, at the Company's headquarters located at 7707 Gateway Blvd., Newark, California, pursuant to notice duly given. Only stockholders of record as of the close of business on April 17, 2014 were entitled to vote at the Annual Meeting. As of October 17, 2014, there were 55,495,192 shares of Company common stock outstanding and entitled to vote at the Annual Meeting, of which 39,947,412 shares of Company common stock were represented, in person or by proxy, constituting a quorum on all matters voted upon.

The final results of the stockholder vote on each proposal brought before the meeting were as follows:

Proposal Number 1 The stockholders elected each of the two nominees to serve as Class II Directors for a three-year term expiring at the 2017 Annual Meeting.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Ricardo Levy, Ph.D	7,267,989	372,404	0
Irving Weissman, M.D	7,228,936	411,457	0

Proposal Number 2 The stockholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

Votes For	Votes Against	Abstentions	Broker Non-Votes
38,292,591	1,079,859	574,962	0

Proposal Number 3 The stockholders approved the advisory vote on executive compensation

Votes For	Votes Against	Abstentions	Broker Non-Votes
6,385,939	1,046,380	208,074	32,307,019

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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.

*June 13, 2014*

By: */s/ Kenneth Stratton*

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*Name: Kenneth Stratton*

*Title: General Counsel*