

STEMCELLS INC  
Form 8-K  
November 18, 2008

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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): November 18, 2008  
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 8.01. Other Events.**

On November 18, 2008, StemCells, Inc. (the Company ) announced that, on November 17, 2008, the Company sold and issued to certain investors 13,793,104 shares of Common Stock and warrants to purchase up to 10,344,828 shares of Common Stock (the Offering ). The terms of the Offering are described in the Company s Form 8-K filed on November 12, 2008.

In connection with the consummation of the Offering, the Company is hereby furnishing, as Exhibit 99.1 to this Current Report on Form 8-K, the section entitled Risk Factors , as disclosed in the Company s Prospectus Supplement filed on November 12, 2008, for the purpose of updating the Company s disclosures under the Securities Exchange Act of 1934.

The Company s press release announcing the closing of the Offering is filed as Exhibit 99.2 to this Current Report on Form 8-K, and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

99.1 Risk Factors

99.2 Press release of StemCells, Inc. dated November 18, 2008.

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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.

November 18, 2008

StemCells, Inc.

/s/ Ken Stratton

Name: Ken Stratton

Title: General Counsel

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<b>Exhibit Number</b>	<b>Description</b>
99.1	Risk Factors
99.2	Press Release of StemCells, Inc., dated November 18, 2008.