

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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GERON CORPORATION  
(Exact name of Registrant as specified in its charter)

DELAWARE  
(State of incorporation)

75-2287752  
(I.R.S. Employer Identification No.)

200 CONSTITUTION DRIVE  
MENLO PARK, CA 94025  
(Address of principal executive offices)  
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1996 EMPLOYEE STOCK PURCHASE PLAN  
1992 STOCK OPTION PLAN  
1996 DIRECTORS' STOCK OPTION PLAN  
(Full title of the Plans)  
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RONALD W. EASTMAN  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
GERON CORPORATION  
200 CONSTITUTION DRIVE  
MENLO PARK, CA 94025  
(415) 473-7700  
(Name, address and telephone number, including area code, of agent for service)  
-----

Copy to:

Edgar B. Cale, III  
Venture Law Group  
2800 Sand Hill Road  
Menlo Park, California 94025  
(415) 854-4488

Page 1 of 8 Pages  
Exhibit Index on Page 8  
(Calculation of Registration Fee on following page)

CALCULATION OF REGISTRATION FEE

Maximum Amount to be	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration
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Title of Securities to be Registered	Registered(1)	Per Share		Fee
1996 EMPLOYEE STOCK PURCHASE PLAN				
Common Stock, \$0.001 par value.....	300,000 Shares	\$ 6.00 (2)	\$ 1,800,000.00	\$ 620.64
1992 STOCK OPTION PLAN				
Common Stock, \$0.001 par value.....	1,637,937 Shares	\$ 2.14 (3)	\$ 3,505,185.10	\$1,208.58
Common Stock, \$0.001 par value.....	1,828,900 Shares	\$ 7.06 (4)	\$12,912,034.00	\$4,452.07
1996 DIRECTORS' STOCK OPTION PLAN				
Common Stock, \$0.001 par value.....	250,000 Shares	\$ 7.06 (4)	\$ 1,765,000.00	\$ 608.57
TOTAL	4,016,837 Shares		\$19,982,219.10	\$6,889.86

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under any of the Plans being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock. In addition, this Registration Statement also covers 1,500,000 additional shares of Common Stock that will become issuable under the 1992 Stock Option Plan pursuant to a provision that provides that the number of shares authorized under the Plan will automatically increase on the first trading day of the 1997, 1998, 1999, 2000 and 2001 calendar years by an amount equal to 2% of the number of shares of Common Stock outstanding on December 31 of the immediately preceding calendar year, provided that no such annual increase shall exceed 300,000 shares.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act of 1933 (the "Securities Act") solely for the purpose of calculating the registration fee. The computation is based upon the average of the high and low sale prices of the Common Stock as reported on The Nasdaq National Market on September 18, 1996, multiplied by 85%, which is the percentage of the trading purchase price applicable to purchases under the referenced Plan.
- (3) Computed in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. Computation based on the weighted average per share exercise price (rounded to nearest cent) of outstanding options under the referenced plan, the shares issuable under which are registered hereby.
- (4) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The computation is based upon the average of the high and low sale prices of the Common Stock as reported on The Nasdaq National Market on September 18, 1996.

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PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference:

(a) The Registrant's Prospectus filed on July 30, 1996 pursuant to Rule 424(b) of the Securities Act, which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") since the end of the fiscal year covered by the Prospectus referred to in (a) above.

(c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission under Section 12 of the Exchange Act on June 12, 1996, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing such documents.

Item 4. DESCRIPTION OF SECURITIES. Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL. Not applicable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law authorizes a court to award or a corporation's Board of Directors to grant indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the 1933 Act. Article VII, Section 6 of the Registrant's Bylaws provides for mandatory indemnification of its directors and officers and permissible indemnification of employees and other agents to the maximum extent permitted by the Delaware General Corporation Law. The Registrant's Certificate of Incorporation provides that, pursuant to Delaware law, its directors shall not be liable for monetary damages for breach of the directors' fiduciary duty as directors' to the Registrant and its stockholders. This provision in the Certificate of Incorporation does not eliminate the directors' fiduciary duty, and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director will continue to be subject to a liability for breach of the director's duty of loyalty to the Registrant for acts or omissions not in good faith or involving intentional misconduct, for knowing violations of law, for actions leading to improper personal benefit to the director, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws. The Registrant has entered into Indemnification Agreements with its officers and director which provide such officers and directors with further indemnification to the maximum extent permitted by the Delaware General Corporation Law.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED. Not applicable.

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Item 8. EXHIBITS.

Exhibit  
Number

5.1	Opinion of Venture Law Group, a Professional Corporation.
23.1	Consent of Venture Law Group, a Professional Corporation (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, Independent Auditors
24.1	Powers of Attorney (see p. 7).
99.1*	1996 Employee Stock Purchase Plan

99.2\* 1992 Stock Option Plan  
99.3\* 1996 Directors' Stock Option Plan

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\* Incorporated by reference to exhibit in the Company's Registration Statement on Form S-1 and Amendments No. 1, 2, 3 and 4 thereto (Registration No. 333-05853) which became effective July 30, 1996.

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Item 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) that, for purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as the indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in a successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the Registrant will, unless in the opinion of its counsel the question has already been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

[Signature Pages Follow]

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant, Geron Corporation, a corporation organized and existing under the laws of the

State of Delaware, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on this 23rd day of September, 1996.

Geron Corporation

By: /s/ David L. Greenwood

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 David L. Greenwood  
 Chief Financial Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ronald W. Eastman and David L. Greenwood, jointly and severally, his or her attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file such amendments, together with exhibits and other documents in connection therewith, with the Securities and Exchange Commission, granting to each attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as he or she might or could do in person, and ratifying and confirming all that the attorney-in-facts and agents, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Ronald W. Eastman ----- Ronald W. Eastman	President, Chief Executive Officer (Principal Executive Officer)	September 20, 1996
/s/ David L. Greenwood ----- David L. Greenwood	Chief Financial Officer, Treasurer, Secretary (Principal Financial and Accounting Officer)	September 20, 1996
/s/ Alexander E. Barkas ----- Alexander E. Barkas, Ph.D.	Chairman of the Board of Directors	September 20, 1996
/s/ Michael D. West ----- Michael D. West, Ph.D.	Director	September 20, 1996
----- Brian H. Dovey	Director	
/s/ Charles M. Hartman ----- Charles M. Hartman	Director	September 20, 1996
/s/ Thomas D. Kiley ----- Thomas D. Kiley	Director	September 20, 1996
/s/ Patrick F. Latterell ----- Patrick F. Latterell	Director	September 20, 1996
----- Robert B. Stein, M.D., Ph.D.	Director	

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INDEX TO EXHIBITS

Exhibit  
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- 5.1 Opinion of Venture Law Group, a Professional Corporation
- 23.1 Consent of Venture Law Group, a Professional Corporation  
(included in Exhibit 5.1).
- 23.2 Consent of Ernst & Young LLP, Independent Auditors.
- 24.1 Powers of Attorney (see p. 7).

September 20, 1996

Geron Corporation  
200 Constitution Drive  
Menlo Park, CA 94025

REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") filed by you with the Securities and Exchange Commission (the "Commission") on September 20, 1996 in connection with the registration under the Securities Act of 1933, as amended, of a total of 4,016,837 shares of your Common Stock (the "Shares") reserved for issuance under the 1992 Stock Option Plan, as amended and restated in June 1996, the 1996 Employee Stock Purchase Plan and the 1996 Directors' Stock Option Plan. As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Shares.

It is our opinion that upon conclusion of the proceedings being taken or contemplated by us, as your counsel, to be taken prior to the issuance of the Shares, and upon completion of the proceedings being taken in order to permit such transactions to be carried out in accordance with the securities laws of the various states where required, the Shares when issued and sold in the manner described in the Registration Statement will be legally and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the Prospectuses constituting a part thereof, and in any amendment thereto.

Very truly yours,

VENTURE LAW GROUP  
A Professional Corporation

/s/ Venture Law Group

## CONSENT OF ERNST &amp; YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1996 Employee Stock Purchase Plan, the 1992 Stock Option Plan and the 1996 Directors' Stock Option Plan, of our report, dated February 9, 1996, except as to Note 1 as to which the date is July 29, 1996, with respect to the financial statements of Geron Corporation included in its Registration Statement and Prospectus (Form S-1 No. 333-05853) filed with the Securities and Exchange Commission.

/s/ Ernst & Young

Palo Alto, California  
September 18, 1996