

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): **August 9, 2017**

GERON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-20859
(Commission File Number)

75-2287752
(IRS Employer
Identification No.)

149 COMMONWEALTH DRIVE, SUITE 2070
MENLO PARK, CALIFORNIA 94025
(Address of principal executive offices, including zip code)

(650) 473-7700
(Registrant's telephone number, including area code)

N/A
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

Geron Corporation (the "Company") is furnishing this information under Item 2.02 of Form 8-K.

The information in this Current Report, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information in this Current Report, including Exhibit 99.1, shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act.

On August 9, 2017, the Company issued a press release announcing its financial results for the three and six months ended June 30, 2017. A copy of the press release is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated August 9, 2017.

SIGNATURE

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.

Date: August 9, 2017

GERON CORPORATION

By: /s/ Stephen N. Rosenfield

Name: Stephen N. Rosenfield

Title: Executive Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated August 9, 2017.

PRESS RELEASE DATED AUGUST 9, 2017

**Geron Corporation Reports Second Quarter 2017 Financial Results**

MENLO PARK, Calif., AUGUST 9, 2017 -- Geron Corporation (Nasdaq: GERN) today reported financial results for the three and six months ended June 30, 2017.

For the second quarter of 2017, the company reported a net loss of \$6.4 million, or \$0.04 per share, compared to \$8.6 million, or \$0.05 per share, for the comparable 2016 period. Net loss for the first six months of 2017 was \$13.6 million, or \$0.09 per share, compared to \$17.5 million, or \$0.11 per share, for the comparable 2016 period. The company ended the second quarter of 2017 with \$117.2 million in cash and investments.

Revenues for the three and six months ended June 30, 2017 were \$174,000 and \$711,000, respectively, compared to \$211,000 and \$960,000 for the comparable 2016 periods. Revenues for the three and six month periods ending June 30, 2017 and 2016 included royalty and license fee revenues under various non-imetelstat license agreements.

Total operating expenses for the three and six months ended June 30, 2017 were \$6.9 million and \$14.9 million, respectively, compared to \$9.1 million and \$18.9 million for the comparable 2016 periods. Research and development expenses for the three and six months ended June 30, 2017 were \$2.5 million and \$5.9 million, respectively, compared to \$4.6 million and \$9.6 million for the comparable 2016 periods. The decrease in research and development expenses for the three and six month periods ending June 30, 2017, compared to the same periods in 2016, primarily reflects lower costs for the proportionate share of clinical development expenses under the collaboration with Janssen Biotech, Inc. and reduced personnel related expenses. General and administrative expenses for the three and six months ended June 30, 2017 were \$4.4 million and \$9.1 million, respectively, compared to \$4.5 million and \$9.3 million for the comparable 2016 periods. The decrease in general and administrative expenses for the three and six month periods ending June 30, 2017, compared to the same periods in 2016, primarily reflects lower consulting costs.

Interest and other income for the three and six months ended June 30, 2017 was \$346,000 and \$678,000, respectively, compared to \$293,000 and \$549,000 for the comparable 2016 periods. The increase in interest and other income for the three and six month periods ending June 30, 2017, compared to the same periods in 2016, primarily reflects higher yields on the company's marketable securities portfolio.

Due to the recent announcement and conference call on updates to the clinical development plans for imetelstat, Geron's management will not be hosting a separate conference call in connection with these financial results.

About Geron

Geron is a clinical stage biopharmaceutical company focused on the collaborative development of a first-in-class telomerase inhibitor, imetelstat, in hematologic myeloid malignancies. For more information about Geron, visit www.geron.com.

Financial table follows.

GERON CORPORATION
CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

<i>(In thousands, except share and per share data)</i>	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Revenues:				
License fees and royalties	\$ 174	\$ 211	\$ 711	\$ 960
Operating expenses:				
Research and development	2,499	4,575	5,873	9,608
General and administrative	4,406	4,547	9,063	9,340
Total operating expenses	6,905	9,122	14,936	18,948
Loss from operations	(6,731)	(8,911)	(14,225)	(17,988)
Interest and other income	346	293	678	549
Interest and other expense	(20)	(19)	(41)	(40)
Net loss	\$ (6,405)	\$ (8,637)	\$ (13,588)	\$ (17,479)
Basic and diluted net loss per share:				
Net loss per share	\$ (0.04)	\$ (0.05)	\$ (0.09)	\$ (0.11)
Shares used in computing net loss per share	159,182,367	158,998,931	159,171,959	158,947,485

CONDENSED BALANCE SHEETS

<i>(In thousands)</i>	June 30, 2017	December 31, 2016
	(Unaudited)	(Note 1)
Current assets:		
Cash, cash equivalents and restricted cash	\$ 6,874	\$ 13,078
Current marketable securities	88,239	102,035
Other current assets	6,953	999
Total current assets	102,066	116,112
Noncurrent marketable securities	22,076	13,954
Property and equipment, net	140	183
	\$ 124,282	\$ 130,249
Current liabilities	\$ 11,274	\$ 7,869
Stockholders' equity	113,008	122,380
	\$ 124,282	\$ 130,249

Note 1: Derived from audited financial statements included in the company's annual report on Form 10-K for the year ended December 31, 2016.

CONTACT:

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