

As filed with the Securities and Exchange Commission on June 13, 1996

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12 (b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

GERON CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation or organization)

75-2287752
(IRS Employer
Identification No.)

200 CONSTITUTION DRIVE, MENLO PARK, CA
(Address of principal executive offices)

94025
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
--	--

Not Applicable

Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value
(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

Incorporated by reference to the information set forth under the caption "Description of Capital Stock" in the Company's Registration Statement on Form S-1 (SEC File No. 333-05853) (the "Registration Statement").

Item 2. Exhibits

The following exhibits are filed as a part of this
Registration Statement:

- 1 Specimen certificate for Registrant's Common Stock.
- 2.1 Certificate of Incorporation -- incorporated herein by reference to Exhibit 3.1 of the Company's Registration Statement.
- 2.2 Form of Amended and Restated Certificate of Incorporation to be filed with the Delaware Secretary of State to effect the Company's 1-for-3.4 reverse stock split -- incorporated herein by reference to Exhibit 3.3 to the Company's Registration Statement.
- 2.3 Bylaws - incorporated herein by reference to Exhibit 3.2 to the Company's Registration

Statement.

- 2.4 Form of Amended and Restated Bylaws to be effective upon the closing of the Company's initial public offering of shares of its Common Stock -- incorporated herein by reference to Exhibit 3.4 to the Company's Registration Statement.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 12, 1996

GERON CORPORATION

By: /s/ David L. Greenwood

David L. Greenwood, Chief Financial
Officer, Treasurer and Secretary

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INDEX TO EXHIBITS

Exhibit No. -----	Description -----	Sequentially Numbered Page -----
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EXHIBIT 1

NUMBER

SHARES

GERON

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

SEE REVERSE FOR STATEMENTS RELATING TO RIGHTS, PREFERENCES, PRIVILEGES AND RESTRICTIONS, IF ANY

CUSIP 374163 10 3

This Certifies that

is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK, PAR VALUE \$0.001 PER SHARE, OF GERON CORPORATION

transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated

/s/ David L. Greenwood VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

GERON CORPORATION CORPORATE SEAL NOV. 28, 1990 DELAWARE

/s/ Ronald W. Eastman PRESIDENT AND CHIEF EXECUTIVE OFFICER

COUNTERSIGNED AND REGISTERED: U.S. STOCK TRANSFER CORPORATION (GLENDALE, CA) TRANSFER AGENT AND REGISTRAR

BY AUTHORIZED SIGNATURE

A statement of the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights as established, from time to time, by the Certificate of Incorporation of the Corporation and by any certificate of determination, the number of shares constituting each class and series, and the designations thereof, may be obtained by the holder hereof upon request and without charge at the principal office of the Corporation.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants in common
TEN ENT -- as tenants by the entireties
JT TEN -- as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT -- Custodian (Cust) (Minor) under Uniform Gifts to Minors Act (State)
UNIF TRF MIN ACT -- Custodian (Cust) (Minor) under Uniform Transfers to Minors Act (State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ hereby sell,
assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ Shares
of the capital stock represented by the within Certificate, and do hereby
irrevocably constitute and appoint

_____ Attorney
to transfer the said stock on the books of the within named Corporation with
full power of substitution in the premises.

Dated _____

X _____

X _____

NOTICE: THE SIGNATURE(S) TO THIS ASSIGNMENT
MUST CORRESPOND WITH THE NAME(S) AS
WRITTEN UPON THE FACE OF THE CERTIFICATE
IN EVERY PARTICULAR, WITHOUT ALTERATION
OR ENLARGEMENT OR ANY CHANGE WHATEVER.

Signature(s) Guaranteed

By _____
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE
GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS
AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH
MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION
PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15.