

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

NOVEMBER 4, 2005
Date of Report (Date of earliest event reported)

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 Number)
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230 Constitution Drive Menlo Park, California (Address of principal executive offices)	94025 (Zip Code)
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(650) 473-7700
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Item 2.02. Results of Operations and Financial Condition

Item 7.01. Regulation FD Disclosure

Geron Corporation is furnishing this information under Items 2.02 and 7.01 of Form 8-K.

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

On November 4, 2005, Geron Corporation issued an earnings release announcing its financial results for the three and nine months ended September 30, 2005. A copy of the earnings release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 Press release dated November 4, 2005.

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.

GERON CORPORATION

Date: November 4, 2005

By: /s/ David L. Greenwood

Name: David L. Greenwood
Title: Executive Vice President,
Chief Financial Officer

EXHIBIT INDEX

Exhibit

99.1

Press release dated November 4, 2005.

Geron Corporation Reports 2005 Third Quarter
Financial Results and Events

MENLO PARK, Calif.--(BUSINESS WIRE)--Nov. 4, 2005--Geron Corporation (Nasdaq:GERN) today reported financial results for the three and nine months ended September 30, 2005.

For the third quarter of 2005, the company reported a net loss of \$11.9 million or \$(0.21) per share compared to \$10.3 million or \$(0.23) per share for the third quarter of 2004. Net loss for the first nine months of 2005 was \$24.6 million or \$(0.44) per share compared to \$70.9 million or \$(1.62) per share for the same period in 2004.

Revenues for the third quarter of 2005 were \$673,000 compared to \$101,000 for the comparable period in 2004. Revenues for the first nine months of 2005 were \$5.4 million compared to \$715,000 for the comparable period in 2004. The increase in revenues in 2005 primarily reflected the receipt of an upfront payment of \$4 million in conjunction with the transfer of certain intellectual property rights to the company's new joint venture, stART Licensing, Inc. and revenue recognized from the license and option payment received in July 2005 from Merck & Co., Inc.

Operating expenses for the third quarter of 2005 were \$13.6 million compared to \$10.6 million for the comparable period in 2004. The increase in research and development expenses was primarily the result of higher personnel-related costs and increased purchases of materials to produce GRN163L. The decrease in general and administrative expenses in the third quarter of 2005 was primarily due to reduced external patent legal expenses as a result of the stART Licensing joint venture assuming prosecution and maintenance of certain nuclear transfer patents.

Operating expenses for the first nine months of 2005 were \$32.6 million compared to \$72.4 million for the comparable period in 2004. Operating expenses in 2004 included a non-cash charge of \$45.2 million related to the acquisition of technology rights from Merix Bioscience, Inc. (now Argos Therapeutics, Inc.). Excluding that charge, the company's overall research and development expenses increased in 2005 as a result of higher personnel-related costs and increased consulting costs for clinical and regulatory matters.

Third Quarter 2005 Highlights:

- Geron Corporation reported the initiation of clinical trials at two sites in the New York metropolitan area to test its lead anti-cancer compound, GRN163L, in patients with chronic lymphocytic leukemia (CLL).
- Geron Corporation and Merck & Co., Inc. entered into a collaboration and license agreement to develop a cancer vaccine targeting telomerase utilizing Merck's expertise in vaccine technologies. The agreement includes an option to Merck to negotiate with Geron for rights to Geron's cancer vaccine program.
- Charles J. Homcy, M.D. appointed to Geron's board of directors. Dr. Homcy holds A.B. and M.D. degrees from Johns Hopkins University and is currently the President and Chief Executive Officer of Portola Pharmaceuticals, a privately held biotechnology firm focused on developing novel cardiovascular therapies. He is the author of over 135 original publications in the field of molecular and clinical cardiology.
- Geron scientists and collaborators published studies in the American Journal of Pathology showing that cardiomyocytes differentiated from human embryonic stem cells (hESCs) engraft when transplanted into the rat heart. The results provide proof of concept that transplanted hESC-derived cardiomyocytes survive and retain properties of cardiomyocytes, important for their use in the treatment of myocardial infarction.
- Geron scientists and collaborators published research results in the journal Hepatology demonstrating efficacy of GRN163L in mouse models of human hepatocellular carcinoma and human metastatic lung cancer. The studies confirm and extend the broad potential of GRN163L for the treatment of cancer, and provide insights into how GRN163L works in inhibiting tumor growth and tumor metastases.
- Geron closed a public offering of 6,900,000 shares of common

stock, including 900,000 shares issued upon exercise of an option granted to the underwriter to cover over-allotments. The public offering price was \$9.00 per share and the aggregate gross public offering price, including the shares issued upon exercise of the over-allotment option, was \$62.1 million. Concurrent with the closing of the underwritten public offering, Merck & Co., Inc. exercised its warrant to purchase 2,000,000 shares of Geron common stock for total proceeds of \$18.0 million.

Geron is a biopharmaceutical company developing and commercializing three groups of products: i) therapeutic products for oncology that target telomerase; ii) pharmaceuticals that activate telomerase in tissues impacted by senescence, injury or degenerative disease; and iii) cell-based therapies derived from its human embryonic stem cell platform for applications in multiple chronic diseases.

This news release may contain forward-looking statements made pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements in this press release regarding potential applications of Geron's technologies constitute forward-looking statements that involve risks and uncertainties, including, without limitation, risks inherent in the development and commercialization of potential products, need for future capital, dependence on collaborators and maintenance of our intellectual property rights. Actual results may differ materially from the results anticipated in these forward-looking statements. Additional information on potential factors that could affect our results and other risks and uncertainties are detailed from time to time in Geron's periodic reports, including the quarterly report on Form 10-Q for the quarter ended September 30, 2005.

GERON CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

(In thousands, except share and per share amounts)	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2005	2004	2005	2004
Revenues from collaborative agreements	\$ 67	\$ --	\$ 118	\$ --
License fees and royalties	606	101	5,285	715
Total revenues	673	101	5,403	715
Operating expenses:				
Research and development	12,183	8,900	25,480	22,099
Acquired in-process research technology	--	--	--	45,150
General and administrative	1,411	1,676	7,104	5,120
Total operating expenses	13,594	10,576	32,584	72,369
Loss from operations	(12,921)	(10,475)	(27,181)	(71,654)
Interest and other income	1,105	348	2,950	1,231
Equity in losses of joint venture	--	--	(12)	--
Interest and other expense	(46)	(175)	(389)	(507)
Net loss	\$ (11,862)	\$ (10,302)	\$ (24,632)	\$ (70,930)
Basic and diluted net loss per share	\$ (0.21)	\$ (0.23)	\$ (0.44)	\$ (1.62)
Weighted average shares used in calculation of basic and diluted net loss per share	57,225,184	45,442,854	55,567,371	43,719,086

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)	SEPTEMBER 30, 2005	DECEMBER 31, 2004
	----- (Unaudited)	----- (Note 1)
Current assets:		
Cash, restricted cash and cash equivalents	\$120,208	\$ 10,376
Marketable securities	79,536	110,118
Interest and other receivables	1,367	1,550
Other current assets	2,919	2,733
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Total current assets	204,030	124,777
Property and equipment, net	2,326	2,089
Deposits and other assets	2,834	3,876
Intangible assets	565	1,131
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	\$209,755	\$131,873
	=====	=====
Current liabilities	\$ 8,767	\$ 8,458
Noncurrent liabilities	1,674	1,352
Stockholders' equity	199,314	122,063
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	\$209,755	\$131,873
	=====	=====

Note 1: Derived from audited financial statements included in Geron's Annual Report on Form 10-K, filed with the SEC.

CONTACT: Geron Corporation
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