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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.         )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

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**GERON CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

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GERON CORPORATION  
 C/O COMPUTERSHARE  
 8742 LUCENT BLVD., SUITE 225  
 HIGHLANDS RANCH, CO 80129

# Your **Vote** Counts!

**GERON CORPORATION**

2022 Annual Meeting  
 Vote by May 9, 2022  
 11:59 PM ET



D73984-P65588

## You invested in GERON CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 10, 2022.**

### Get informed before you vote

View the Letter to Stockholders, Notice and 2022 Proxy Statement, and 2021 Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 26, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

May 10, 2022  
 4:00 p.m. Pacific Daylight Time

Virtually at:  
[www.virtualshareholdermeeting.com/GERN2022](http://www.virtualshareholdermeeting.com/GERN2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote on these important matters.

Voting Items	Board Recommends
1. To elect the two nominees for director named below to hold office as Class II members of the Board of Directors until the 2025 annual meeting of stockholders. <b>Nominees:</b> 01) Dawn C. Bir 02) Elizabeth G. O'Farrell	✔ For
2. To approve an amendment to the Company's 2018 Equity Incentive Plan to increase the number of shares of the Company's Common Stock issuable thereunder by 11,000,000 shares.	✔ For
3. To approve an amendment to the Company's 2014 Employee Stock Purchase Plan to increase the number of shares of the Company's Common Stock issuable thereunder by 1,000,000 shares.	✔ For
4. To approve, on an advisory basis, the compensation of the Company's Named Executive Officers, as disclosed in the accompanying Proxy Statement.	✔ For
5. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022.	✔ For
<b>NOTE:</b> In their discretion, the proxies are authorized to vote on such other matters as may come before the meeting and any adjournment(s) or postponement(s) thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".