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

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**SCHEDULE 13D**

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**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

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**Geron Corporation**

(Name of Issuer)

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**Common Stock, \$0.001 par value**

(Title of Class of Securities)

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**374163103**

(CUSIP Number)

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**Louis S. Citron, Esq.  
New Enterprise Associates  
1954 Greenspring Drive, Suite 600, Timonium, MD 21093  
(410) 842-4000**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

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**January 27, 2023**

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**Schedule 13D****Item 1. Security and Issuer.**

This Amendment No. 1 (“Amendment No. 1”) to Schedule 13D amends and supplements the Schedule D originally filed on June 4, 2020 and relates to the common stock, \$0.001 par value (the “Common Stock”), of Geron Corporation (the “Issuer”), having its principal executive office at 919 E. Hillsdale Blvd., Suite 250, Foster City, California 94404.

Certain terms used but defined in this Amendment No. 1 have the meanings assigned thereto in the Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule 13D.

**Item 2. Identity and Background.**

This statement is being filed by:

(a) Growth Equity Opportunities 17, LLC (“GEO”);

(b) New Enterprise Associates 17, L.P. (“NEA 17”), which is the sole member of GEO; NEA Partners 17, L.P. (“NEA Partners 17”), which is the sole general partner of NEA 17; and NEA 17 GP, LLC (“NEA 17 LLC” and, together with NEA Partners 17, the “Control Entities”), which is the sole general partner of NEA Partners 17; and

(c) Forest Baskett (“Baskett”), Ali Behbahani (“Behbahani”), Carmen Chang (“Chang”), Anthony A. Florence, Jr. (“Florence”), Liza Landsman (“Landsman”), Mohamad H. Makhzoumi (“Makhzoumi”), Edward T. Mathers (“Mathers”), Scott D. Sandell (“Sandell”), Peter W. Sonsini (“Sonsini”), Paul Walker (“Walker”) and Rick Yang (“Yang”) (together, the “Managers”) and Joshua Makower (“Makower”). The Managers are the managers of NEA 17 LLC.

The persons named in this Item 2 are referred to individually herein as a “Reporting Person” and collectively as the “Reporting Persons.”

The address of the principal business office of GEO, NEA 17 and each Control Entity is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Behbahani and Mathers is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815. The address of the principal business office of Baskett, Chang, Makhzoumi, Sandell, Sonsini, Walker and Yang is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Florence and Landsman is New Enterprise Associates, 104 5<sup>th</sup> Avenue, 19<sup>th</sup> Floor, New York, NY 10001.

The principal business of GEO and NEA 17 is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 17 is to act as the sole general partner of NEA 17. The principal business of NEA 17 LLC is to act as the sole general partner of NEA Partners 17. The principal business of each of the Managers is to manage the Control Entities, GEO and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

GEO and NEA 17 LLC is a limited liability company organized under the laws of the State of Delaware. NEA 17 and NEA Partners 17 are limited partnerships organized under the laws of the State of Delaware. Each of the Managers is a United States citizen.

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**Item 4. Purpose of Transaction.**

Not applicable.

**Item 5. Interest in Securities of the Issuer.**

Each of the Reporting Persons have ceased to own beneficially five percent (5%) or more of the Issuer's Common Stock.

**Item 7. Material to be Filed as Exhibits.**

Exhibit 1 – Agreement regarding filing of joint Schedule 13D.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

Exhibit 3 – Power of Attorney on behalf of Liza Landsman regarding filings under the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED this 3<sup>rd</sup> day of February, 2023.

GROWTH EQUITY OPPORTUNITIES 17, LLC

By: NEW ENTERPRISE ASSOCIATES 17, L.P.  
Sole Member

By: NEA PARTNERS 17, L.P.  
General Partner

By: NEA 17 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 17, L.P.

By: NEA PARTNERS 17, L.P.  
General Partner

By: NEA 17 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEA PARTNERS 17, L.P.

By: NEA 17 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEA 17 GP, LLC

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer



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Forest Baskett

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Ali Behbahani

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Carmen Chang

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Anthony A. Florence, Jr.

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Liza Landsman

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Mohamad H. Makhzoumi

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Joshua Makower

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Edward T. Mathers

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Scott D. Sandell

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Peter W. Sonsini

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Paul Walker

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Rick Yang

\*/s/ Louis S. Citron  
Louis S. Citron  
As attorney-in-fact

This Amendment No. 1 to Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

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**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Geron Corporation.

EXECUTED this 3<sup>rd</sup> day of February, 2023.

GROWTH EQUITY OPPORTUNITIES 17, LLC

By: NEW ENTERPRISE ASSOCIATES 17, L.P.  
Sole Member

By: NEA PARTNERS 17, L.P.  
General Partner

By: NEA 17 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 17, L.P.

By: NEA PARTNERS 17, L.P.  
General Partner

By: NEA 17 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEA PARTNERS 17, L.P.

By: NEA 17 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

NEA 17 GP, LLC

By: \_\_\_\_\_  
\*  
Scott D. Sandell  
Chief Executive Officer

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Forest Baskett

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Ali Behbahani

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Carmen Chang

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Anthony A. Florence, Jr.

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Liza Landsman

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Mohamad H. Makhzoumi

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Joshua Makower

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Edward T. Mathers

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Scott D. Sandell

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Peter W. Sonsini

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Paul Walker

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\_\_\_\_\_  
Rick Yang

\*/s/ Louis S. Citron

Louis S. Citron  
As attorney-in-fact

This Agreement relating to Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

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**EXHIBIT 2****POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of March, 2017.

/s/ M. James Barrett  
M. James Barrett

/s/ Peter J. Barris  
Peter J. Barris

/s/ Forest Baskett  
Forest Baskett

/s/ Ali Behbahani  
Ali Behbahani

/s/ Colin Bryant  
Colin Bryant

/s/ Carmen Chang  
Carmen Chang

/s/ Anthony A. Florence, Jr.  
Anthony A. Florence, Jr.

/s/ Carol G. Gallagher  
Carol G. Gallagher

/s/ Dayna Grayson  
Dayna Grayson

/s/ Patrick J. Kerins  
Patrick J. Kerins

/s/ P. Justin Klein  
P. Justin Klein

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/s/ Vanessa Larco  
Vanessa Larco

/s/ Joshua Makower  
Joshua Makower

/s/ Mohamad H. Makhzoumi  
Mohamad H. Makhzoumi

/s/ Edward T. Mathers  
Edward T. Mathers

/s/ David M. Mott  
David M. Mott

/s/ Sara M. Nayeem  
Sara M. Nayeem

/s/ Jason R. Nunn  
Jason R. Nunn

/s/ Gregory Papadopoulos  
Gregory Papadopoulos

/s/ Chetan Puttagunta  
Chetan Puttagunta

/s/ Jon Sakoda  
Jon Sakoda

/s/ Scott D. Sandell  
Scott D. Sandell

/s/ A. Brooke Seawell  
A. Brooke Seawell

/s/ Peter W. Sonsini  
Peter W. Sonsini

/s/ Melissa Taunton  
Melissa Taunton

/s/ Frank M. Torti  
Frank M. Torti

/s/ Ravi Viswanathan  
Ravi Viswanathan

/s/ Paul E. Walker  
Paul E. Walker

/s/ Rick Yang  
Rick Yang

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EXHIBIT 3**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of herself as an individual or in her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of April, 2020.

/s/ Liza Landsman

Liza Landsman