As filed with the Securities and Exchange Commission on August 5, 2026

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware **(State or other jurisdiction incorporation or organization)**	**75-2287752** **(I.R.S. Employer Identification No.)**
919 E. Hillsdale Blvd, Suite 250 **Foster City, California** **(Addresses of Principal Executive Offices)**	**94404** **(Zip Code)**

Geron Corporation 2018 Equity Incentive Plan
(Full title of the plans)

Harout Semerjian
President and Chief Executive Officer
Geron Corporation
919 E. Hillsdale Blvd, Suite 250
Foster City, California 94404
(650) 473-7700
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

Timothy Williams **Executive Vice President, Chief Legal Officer and Corporate Secretary** **Geron Corporation** **919 E. Hillsdale Blvd, Suite 250** **Foster City, California 94404** **(650) 473-7700**	**Chadwick L. Mills** **Cooley LLP** **3 Embarcadero Center, 20th Floor** **San Francisco, California 94111** **(415) 693-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE AND GENERAL INSTRUCTION E INFORMATION

This Registration Statement on Form S-8 is being filed by Geron Corporation (the "Registrant") for the purpose of registering an additional 4,500,000 shares of the Registrant's common stock, par value $0.001 per share (the "Common Stock") issuable under the Registrant's 2018 Equity Incentive Plan, as amended (the "2018 Incentive Plan").

The additional shares of Common Stock registered hereunder for issuance under the Registrant's 2018 Incentive Plan are of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed by the Registrant and is effective. Accordingly, in accordance with General Instruction E of Form S-8, this Registration Statement incorporates by reference the contents of the following Registration Statements on Form S-8 previously filed by the Registrant: (i) File no. 333-225190, filed with the Securities and Exchange Commission (the "Commission") on May 24, 2018; (ii) File no. 333-239324, filed with the Commission on June 19, 2020; (iii) File no. 333-258864, filed with the Commission on August 16, 2021; (iv) File no. 333-266795, filed with the Commission on August 11, 2022; (v) File no. 333-273669, filed with the Commission on August 3, 2023; and File no. 333-288433, filed with the Commission on June 30, 2025.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- the Registrant's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Commission on March 2, 2026;
- the Registrant's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2026 and June 30, 2026, filed with the Commission on May 6, 2026 and August 5, 2026;
- the Registrant's Current Reports on Form 8-K, filed with the Commission on January 6, 2026, March 26, 2026 and May 27, 2026;
- the information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K referred to above from the Registrant's definitive proxy statement relating to the Registrant's 2026 annual meeting of stockholders, filed with the Commission on April 7, 2026; and
- the description of the Registrant's common stock set forth in the Registrant's registration statement on Form 8-A, filed with the Commission on June 13, 1996, including any amendments or reports filed for purpose of updating such description.

All reports and other documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits

Exhibit Number	Description	Incorporation by Reference			
		Exhibit Number	Filing	Filing Date	File No.
4.1	Restated Certificate of Incorporation	3.3	8-K	May 18, 2012	000-20859
4.2	Certificate of Amendment of the Restated Certificate of Incorporation	3.1	8-K	May 18, 2012	000-20859
4.3	Certificate of Amendment of the Restated Certificate of Incorporation	3.1	8-K	June 7, 2019	000-20859
4.4	Certificate of Amendment of the Restated Certificate of Incorporation	3.1	8-K	May 13, 2021	000-20859
4.5	Certificate of Amendment of the Restated Certificate of Incorporation	3.1	8-K	June 2, 2023	000-20859
4.6	Amended and Restated Bylaws	3.1	8-K	December 15, 2023	000-20859
4.7	Form of Common Stock Certificate	4.1	10-K	March 15, 2013	000-20859
5.1	Opinion of Cooley LLP*	—	—	—	—
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm*	—	—	—	—
23.2	Consent of Cooley LLP (included in Exhibit 5.1)*	—	—	—	—
24.1	Power of Attorney (included on the signature page to this Registration Statement)*	—	—	—	—
99.1	Geron Corporation 2018 Equity Incentive Plan, as amended	10.1	8-K	May 27, 2026	000-20859
107	Filing Fee Table*	—	—	—	—

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foster City, State of California, on August 5, 2026.

GERON CORPORATION

By: /s/ Michelle Robertson
Michelle Robertson
Executive Vice President, Finance, Chief Financial Officer and Treasurer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Harout Semerjian, Michelle Robertson and Timothy Williams, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Harout Semerjian HAROUT SEMERJIAN	President and Chief Executive Officer and Director (Principal Executive Officer)	August 5, 2026
/s/ Michelle Robertson MICHELLE ROBERTSON	Executive Vice President, Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	August 5, 2026
/s/ Patricia S. Andrews PATRICIA S. ANDREWS	Director	August 5, 2026
/s/ Dawn C. Bir DAWN C. BIR	Director	August 5, 2026
/s/ Constantine Chinoporos CONSTANTINE CHINOPOROS	Director	August 5, 2026
/s/ John F. McDonald JOHN F. MCDONALD	Director	August 5, 2026
/s/ Susan M. Molineaux SUSAN M. MOLINEAUX	Director	August 5, 2026
/s/ Elizabeth G. O’Farrell ELIZABETH G. O’FARRELL	Director	August 5, 2026
/s/ Robert J. Spiegel ROBERT J. SPIEGEL	Director	August 5, 2026

Exhibit 5.1

Cooley

Chadwick L. Mills
+1 650 843 5654
cmills@cooley.com

August 5, 2026

Geron Corporation
919 East Hillsdale Boulevard, Suite 250
Foster City, California 94404

Ladies and Gentlemen:

We have acted as counsel to Geron Corporation, a Delaware corporation (the "***Company***") in connection with the filing of a Registration Statement on Form S-8 (the "***Registration Statement***") with the Securities and Exchange Commission covering the offering of 4,500,000 shares (the "***Shares***") of the Company's Common Stock, par value $0.001 per share (the "***Common Stock***"), issuable pursuant to the Company's 2018 Equity Incentive Plan (the "***Plan***").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Plan, (c) the Company's certificate of incorporation and bylaws, each as currently in effect and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than by the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

COOLEY LLP

By: /s/ Chadwick L. Mills
Chadwick L. Mills

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Equity Incentive Plan, as amended, of Geron Corporation of our reports dated March 2, 2026, with respect to the consolidated financial statements of Geron Corporation and the effectiveness of internal control over financial reporting of Geron Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, MA
August 5, 2026

Calculation of Filing Fee Tables

S-8

GERON CORP

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value $0.001 per share, reserved for issuance pursuant to the 2018 Equity Incentive Plan	Other	4,500,000	$ 1.43	$ 6,435,000.00	0.0001381	$ 888.68
				Total Offering Amounts:		$ 6,435,000.00		$ 888.68
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 888.68

Offering Note

1 This Registration Statement registers the offer and sale of 4,500,000 shares of common stock of Geron Corporation (the "Registrant"), par value $0.001 (the "Common Stock") issuable under the Registrant's 2018 Equity Incentive Plan, as amended (the "2018 Incentive Plan"). Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that may from time to time be offered or issued under the 2018 Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock. Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The offering price per share and the aggregate offering price are based on (a) the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on July 29, 2026.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
						Rule 457(p)					
Fee Offset Claims											
Fee Offset Sources											