

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

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FORM 8-K

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

Date of Report (Date of Earliest Event Reported): **February 8, 2011**

**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 No.)

**230 CONSTITUTION DRIVE**  
**MENLO PARK, CALIFORNIA 94025**  
(Address of principal executive offices, including zip code)

**(650) 473-7700**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 9, 2011, Geron Corporation (the “Company” or “Geron”) announced the implementation of a new leadership structure reflecting the Company’s progression into mid-stage clinical development of multiple therapeutic product candidates.

On February 8, 2011, the Company appointed (i) David L. Greenwood as President, interim Chief Executive Officer and a member of the Board of Directors (the “Board”), (ii) Hoyoung Huh, M.D., Ph.D., as Executive Chairman of the Board and (iii) Alexander E. Barkas, Ph.D., as Lead Independent Director of the Board.

David L. Greenwood, 59, is currently the Executive Vice President and Chief Financial Officer of the Company. Mr. Greenwood joined the Company in 1995. Prior to joining Geron, Mr. Greenwood held various positions with J.P. Morgan & Co. Incorporated, an international banking firm. He currently serves as a director Geron Bio-Med, Ltd., ViaGen, Inc., Corium International, Inc., Clone International and the Pacific Lutheran Board of Regents. Mr. Greenwood holds a B.A. from Pacific Lutheran University and a M.B.A. from Harvard Business School.

Hoyoung Huh, M.D., Ph.D., 41, has been a director of the Company since 2010. Dr. Huh is currently the Chairman of BiPar Sciences, Inc., a wholly-owned subsidiary of sanofi-aventis since the April 2009 merger. He also serves on the boards of directors of several privately-held companies. Dr. Huh was formerly the Chief Executive Officer and President of BiPar Sciences and was on the board of directors of Facet Biotech. Prior to BiPar, Dr. Huh was a director and Chief Operating Officer at Nektar Therapeutics and was formerly a partner at McKinsey & Company. Dr. Huh received his M.D. and Ph.D. from Cornell University Medical College and Sloan-Kettering Cancer Center, and an A.B. in Biochemistry from Dartmouth College.

Alexander E. Barkas, Ph.D., 63, has been Chairman of the Board since July 1993 and a director of the Company since March 1992. Dr. Barkas is currently a Managing Director of Prospect Venture Partners. Prior to co-founding Prospect Venture Partners, he was a partner at Kleiner Perkins Caufield & Byers. Dr. Barkas currently serves on the boards of directors of Amicus Therapeutics, Inc. and several private life science companies. Dr. Barkas received a Ph.D. in biology from New York University and a B.A. in Biology from Brandeis University, where he currently is Chairman of the University Science Advisory Council and serves on the Board of Trustees.

The Company intends to file an amendment to this Form 8-K containing certain compensation terms of Mr. Greenwood’s employment to the extent required by Item 5.02(c)(3) within four business days following the determination of such information.

In conjunction with the implementation of the new leadership structure, Thomas B. Okarma, Ph.D., M.D. has left as Geron’s President and Chief Executive Officer and as a member of the Board, effective February 8, 2011. Dr. Okarma intends to remain with the Company as an independent consultant to provide transition services.

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**Item 7.01 Regulation FD Disclosure.**

On February 9, 2011, the Company issued a press release announcing (i) Dr. Okarma's resignation as Chief Executive Officer, President and a member of the Board, (ii) the appointment of Mr. Greenwood as President, interim Chief Executive Officer and a member of the Board, (iii) the appointment of Dr. Huh as Executive Chairman of the Board and (iv) the appointment of Dr. Barkas as Lead Independent Director of the Board. A copy of this press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release, dated February 9, 2011.

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**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: February 9, 2011

By: /s/ Olivia K. Bloom

Olivia K. Bloom  
Vice President and  
Chief Accounting Officer

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## EXHIBIT INDEX

**Exhibit  
Number**

**Description**

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99.1

Press release, dated February 9, 2011

**Geron Appoints David Greenwood President, Interim CEO and Director*****New Leadership Structure to Reflect Geron's Transition to Mid-Stage Clinical Development Company******Conference Call/Webcast Scheduled for 10:00 A.M. EST Today***

MENLO PARK, Calif.--(BUSINESS WIRE)--February 9, 2011--Geron Corporation (Nasdaq:GERN) today announced a new leadership structure that reflects the company's progression into mid-stage clinical development of multiple therapeutic product candidates.

Effective immediately, David L. Greenwood, Geron's chief financial officer, becomes president, interim chief executive officer and a member of the board of directors. Hoyoung Huh, M.D., Ph.D., a director of the company, becomes executive chairman. Alexander E. Barkas, Ph.D., chairman of the board, moves to the role of lead independent director. In conjunction with the implementation of the new leadership structure, Thomas B. Okarma, Ph.D., M.D., has left as Geron's president and chief executive officer and director of the company. Dr. Okarma will remain with the company as a consultant.

"We are grateful to Tom for his 13 years of scientific leadership, as reflected in the company's development of multiple product candidates that are in preclinical and clinical testing today," said Dr. Barkas. "Our objective now is to intensify the focus of our business plan to fully resource the development programs and clinical trials. We want to accomplish this objective in a manner that maintains alignment of the company's goals with shareholder interests."

"As a board member of Geron, I have been extremely impressed with not only the breakthrough medicine and product opportunities, but also by the talent and commitment of the organization," said Dr. Huh. "As executive chairman, I plan to work with the management team, the board and the employees to advance product-oriented strategies and collaboration-based growth of the company."

In their new roles, Mr. Greenwood will work with Drs. Huh and Barkas to develop and implement clinical product development plans consistent with the company's business objectives. Mr. Greenwood is a proven biotech executive with experience in strategy, deal-making, capital-raising and management of company operations. He has served as Geron's executive vice president and continues to serve as chief financial officer.

As lead independent director, Dr. Barkas will provide active leadership on behalf of the independent directors of the board. He is a founding investor of Geron and currently managing director of Prospect Venture Partners, a venture capital firm.

As the company's executive chairman, Dr. Huh will work closely with Mr. Greenwood and Geron's senior management. Dr. Huh brings substantial biotechnology and pharmaceutical business and product development experience across therapeutic areas. He is chairman of the board of directors of BiPar Sciences, Inc., a wholly-owned subsidiary of sanofi-aventis, and serves on the boards of several privately held companies. He was previously a member of the board of directors, chief operating officer, and head of the PEGylation business unit at Nektar Therapeutics. Prior to joining Nektar, Dr. Huh was a partner at McKinsey & Company, working with biotechnology and biopharmaceutical clients.

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“I am pleased that as I transition my role at Geron, the company is positioned to pursue strategic collaborative agreements to accelerate the development of novel therapeutic candidates in oncology and regenerative medicine,” said Dr. Okarma. “I look forward to my consulting role with the company as I explore other opportunities to contribute to the advancement of important biopharmaceutical industry developments in the future.”

#### *Conference Call and Audio Webcast*

David Greenwood, Alex Barkas and Hoyoung Huh will host a conference call and audio webcast at 7:00 a.m. PST/10:00 a.m. EST today. Participants can access the conference call via telephone by dialing 866-314-5050 (U.S.) or 617-213-8051 (international). The passcode is 93771756. The audio webcast presentation is available at <http://phx.corporate-ir.net/playerlink.zhtml?c=67323&s=wm&e=3737650>.

#### **About Geron**

Geron is developing first-in-class biopharmaceuticals for the treatment of cancer and chronic degenerative diseases. The company is advancing anti-cancer therapies through multiple Phase 2 clinical trials in different cancers by targeting the enzyme telomerase and with a compound designed to penetrate the blood-brain barrier. The company is developing cell therapy products from differentiated human embryonic stem cells for multiple indications, including central nervous system (CNS) disorders, heart failure, diabetes and osteoarthritis, and has initiated a Phase 1 clinical trial in spinal cord injury. For more information, visit [www.geron.com](http://www.geron.com).

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 statements in this press release regarding Geron’s plans for future clinical development programs and strategic collaborative development relationships, constitute forward-looking statements that involve risks and uncertainties, including, without limitation, risks inherent in the development and commercialization of potential products, uncertainty of clinical trial results or regulatory approvals or clearances, need for future capital, dependence upon collaborators and protection 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, 2010 and annual report on Form 10-K for the year ended December 31, 2009.

#### **CONTACT:**

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