

GERON CORP  
Form 8-K  
February 12, 2016

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 10, 2016**

**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.)

**149 COMMONWEALTH DRIVE, SUITE 2070**  
**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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Compensatory Arrangements of Certain Officers*

On February 10, 2016, the Compensation Committee of the Board of Directors (the Board) of Geron Corporation (the Company) approved: (a) annual base salaries for 2016 and (b) cash performance bonuses for 2015 for the following principal financial officer and named executive officers of the Company:

| <b>Name and Current Position</b>  | <b>Salary Increase (%)</b> | <b>Salary Increase (\$)</b> | <b>2016 Base Salary</b>  | <b>2015 Cash Bonus</b> |
|---|----------------------------|-----------------------------|--------------------------|------------------------|
| Olivia K. Bloom, Executive Vice President, Finance, Chief Financial Officer and Treasurer               | 3%                         | \$11,250                    | \$387,200                | \$174,253              |
| Melissa Kelly Behrs, Executive Vice President, Business Development and Portfolio & Alliance Management | 3%                         | \$10,840                    | \$373,400                | \$172,941              |
| Andrew J. Grethlein, Ph.D., Executive Vice President, Development and Technical Operations              | 3%                         | \$11,730                    | \$402,100                | \$180,937              |
| Stephen N. Rosenfield, J.D., Executive Vice President, General Counsel and Corporate Secretary          | 3%                         | \$9,640                     | \$331,000 <sup>(1)</sup> | \$148,950              |

(1) Reflects Mr. Rosenfield's continued employment by the Company at 80% time.

On February 11, 2016, the Board approved the annual base salary for 2016 and cash performance bonus for 2015 for the following principal executive officer:

| <b>Name and Current Position</b>  | <b>Salary Increase (%)</b> | <b>Salary Increase (\$)</b> | <b>2016 Base Salary</b> | <b>2015 Cash Bonus</b> |
|---|----------------------------|-----------------------------|-------------------------|------------------------|
| John A. Scarlett, M.D., President, Chief Executive Officer and Director | 3%                         | \$18,105                    | \$622,200               | \$362,457              |

**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 12, 2016

By: /s/ Stephen N. Rosenfield  
Stephen N. Rosenfield  
Executive Vice President, General  
Counsel and Corporate Secretary

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