STEMCELLS INC Form 8-K September 30, 2005

## **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## 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): | September 30, 200; |
|---|--------------------|
|   |                    |

# StemCells, Inc.

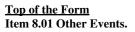
(Exact name of registrant as specified in its charter)

000-19871

| Delaware  | 000-19871  | 94-3078125   |
|---|--|--|
| (State or other jurisdiction of incorporation)  | (Commission<br>File Number)  | (I.R.S. Employer Identification No.)                 |
| 3155 Porter Drive, Palo Alto, California  |  | 94304  |
| (Address of principal executive offices)  |  | (Zip Code)   |
| Registrant s telephone number, including  | area code:   | 650.475.3100   |
|   | Not Applicable   |  |
| Former nar  | ne or former address, if changed since l                                 | ast report   |
|   |  |  |
| Check the appropriate box below if the Form 8-K filir the following provisions:   | ng is intended to simultaneously satisfy                                 | the filing obligation of the registrant under any of |
| [ ] Written communications pursuant to Rule 425 une [ ] Soliciting material pursuant to Rule 14a-12 under [ ] Pre-commencement communications pursuant to [ ] Pre-commencement communications pursuant to [ ] | the Exchange Act (17 CFR 240.14a-12 Rule 14d-2(b) under the Exchange Act | 2)<br>(17 CFR 240.14d-2(b))                          |

94-3078125

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On September 30, 2005, StemCells, Inc. announced that the Nasdaq Stock Market approved its application to transfer the listing of its common stock to the National Market from the Capital Market. A copy of the press release is attached hereto as Exhibit 99.1.

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#### **SIGNATURES**

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.

StemCells, Inc.

September 30, 2005 By: Rodney K.B. Young

Name: Rodney K.B. Young Title: Chief Financial Officer

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#### Exhibit Index

| Exhibit No. | Description                                      |
|-------------|--|
| 99.1        | Press Release National Market Listing 09/30/2005 |