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GERON CORP
Form 8-K
December 19, 2008

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): December 16, 2008

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

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 0-20859 | 75-2287752 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (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 (see General Instruction A.2. below):

- 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 December 16, 2008, the Compensation Committee of the Board of Directors of Geron Corporation (the "Company") approved (a) annual base salaries for 2009, which are the same as the 2008 annual base salaries and (b) cash performance bonuses for 2008 for the following principal executive officer, principal financial officer and named executive officers of the Company:

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| Name and Position | 2009 Salary Increase | 2009 Base Salary | 2008 Cash Bonus |
|--|----------------------------|---------------------|--------------------|
| Thomas B. Okarma, Ph.D., M.D. President and CEO | \$ -- | \$ 535,000 | \$ 280,900 |
| David L. Greenwood Executive Vice President and CFO | \$ -- | \$ 415,000 | \$ 163,400 |
| Fabio M. Benedetti, M.D. Senior Vice President, Chief Medical Officer, Oncology | \$ -- | \$ 350,000 | \$ 102,300 |
| David J. Earp, J.D., Ph.D. Senior Vice President, Bus. Dev. and Chief Patent Counsel | \$ -- | \$ 325,000 | \$ 113,800 |
| Calvin B. Harley, Ph.D. Chief Scientific Officer | \$ -- | \$ 315,000 | \$ 96,500 |
| Melissa Kelly Behrs Senior Vice President, Therapeutic Development, Oncology | \$ -- | \$ 320,000 | \$ 112,000 |
| Jane S. Lebkowski, Ph.D. Senior Vice President, Regenerative Medicine | \$ -- | \$ 335,000 | \$ 117,300 |

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: December 19, 2008

By: /s/ David L. Greenwood

Name: David L. Greenwood
Title: Executive Vice President,
Chief Financial Officer