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**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): May 25, 2004

**StemCells, Inc.**

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(Exact name of registrant as specified in its charter)

**Delaware**

**0-19871**

**94-3078125**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**3155 Porter Drive, Palo Alto, California**

**94304**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(605) 475-3100**

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(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))
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### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective May 25, 2004, StemCells, Inc. (the “Company”) filed an amendment to its Restated Certificate of Incorporation to increase the total number of shares of stock that the Company shall have the authority to issue from 76,000,000 shares to 126,000,000 shares. A copy of the Certificate of Amendment, as filed, is attached hereto as Exhibit 4.1.

### **Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit 4.1 Certificate of Amendment of the Restated Certificate of Incorporation of StemCells, Inc.

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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.

By: /s/ Martin McGlynn

Martin McGlynn

President and Chief Executive Officer

Date: October 25, 2004

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**EXHIBIT INDEX**

Exhibit 4.1	Certificate of Amendment of the Restated Certificate of Incorporation of StemCells, Inc.
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**CERTIFICATE OF AMENDMENT**  
**OF**  
**THE RESTATED CERTIFICATE OF INCORPORATION OF**  
**STEMCELLS, INC.**

Pursuant to Section 242 of the General  
Corporate Law of the State of Delaware

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StemCells, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows:

FIRST, the Restated Certificate of Incorporation of StemCells, Inc. (the "Corporation") is hereby amended so that the first paragraph of Section Four is deleted in its entirety and restated as follows:

Four. The total number of shares of stock that this Corporation shall have authority to issue is 126,000,000, consisting of 125,000,000 shares of Common Stock, with a par value of \$.01 per share (the "Common Stock"), and 1,000,000 shares of Undesignated Preferred Stock with a par value of \$.01 per share (the "Undesignated Preferred Stock").

SECOND, the foregoing amendment has been duly adopted in accordance with Section 242 of the General Corporate Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be duly executed in its corporate name this 25th day of May, 2004.

STEMCELLS, INC.

By: /s/ Iris Brest

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Name: Iris Brest

Title: General Counsel