

Via Facsimile and U.S. Mail  
Mail Stop 6010

October 12, 2005

Mr. Rodney K.B. Young  
Chief Financial Officer  
StemCells, Inc.  
3155 Porter Drive  
Palo Alto, CA 94304

Re: StemCells, Inc.  
Form 10-K for Fiscal Year Ended December 31, 2004  
Filed March 15, 2005  
File No. 000-19871

Dear Mr. Young,

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Sincerely,

Joel Parker  
Accounting Branch Chief