

Edgar Filing: GERON CORPORATION - Form SC 13G/A

GERON CORPORATION  
Form SC 13G/A  
February 13, 2004

-----  
OMB APPROVAL  
-----

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

INFORMATION STATEMENT PURSUANT TO RULE 13d-2(b)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1) \*

GERON CORPORATION

-----  
(Name of issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

-----  
(Title of class of securities)

374163103

-----  
(CUSIP number)

APRIL 10, 2003

-----  
(Date of Event Which Requires Filing of this Statement)  
-----

Check the appropriate box to designate the rule pursuant to which this Schedule is Filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)  
-----

If this statement is filed pursuant to Rule 13d-2(b), check this box

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE THE NOTES).

Edgar Filing: GERON CORPORATION - Form SC 13G/A

1

CUSIP NO. 374163103

PAGE 2 OF 8 PAGES

---

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Sage Capital Growth, Inc.

---

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

---

|           |                      |
|-----------|----------------------|
| NUMBER OF | 5. SOLE VOTING POWER |
| SHARES    | 0                    |

---

|              |                        |
|--------------|------------------------|
| BENEFICIALLY | 6. SHARED VOTING POWER |
| OWNED BY     | 303,000                |

---

|           |                           |
|-----------|---------------------------|
| EACH      | 7. SOLE DISPOSITIVE POWER |
| REPORTING | 0                         |

---

|        |                             |
|--------|-----------------------------|
| PERSON | 8. SHARED DISPOSITIVE POWER |
| WITH   | 303,000                     |

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

303,000

---

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.22%

---

Edgar Filing: GERON CORPORATION - Form SC 13G/A

12. TYPE OF REPORTING PERSON\*

CO

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

2

CUSIP NO. 374163103

PAGE 3 OF 8 PAGES

---

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Mainfield Enterprises, Inc.

---

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

---

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

---

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 303,000

---

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

---

PERSON 8. SHARED DISPOSITIVE POWER

WITH 303,000

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

303,000

---

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

Edgar Filing: GERON CORPORATION - Form SC 13G/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.22%

---

12. TYPE OF REPORTING PERSON\*

CO

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

ITEM 1.

(a) Name of Issuer:

Geron Corporation

(b) Address of Issuer's Principal Executive Offices:

230 Constitution Drive  
Menlo Park, California 94025

ITEM 2.

(a) Name of Persons Filing:

Sage Capital Growth, Inc. ("SAGE")

Mainfield Enterprises, Inc. ("MAINFIELD")

(b) Address of Principal Business Office:

Sage:  
660 Madison Avenue, 18th Floor  
New York, NY 10021

Mainfield:  
Icaza, Gonzalez-Ruiz & Aleman (BVI) Trust Limited, Wickhams Cay  
I,  
Vanterpool Plaza  
P.O. Box 873, Road Town  
Tortolla, BRITISH VIRGIN ISLANDS

(c) Citizenship:

Sage:  
New York

Mainfield:  
British Virgin Islands

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share

Edgar Filing: GERON CORPORATION - Form SC 13G/A

(e) CUSIP Number:

374163103

4

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSONS FILING ARE A:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An Investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan of an endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned:
- (b) Percent of Class:
- (c) Number of shares as to which Sage has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote:
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of:

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Edgar Filing: GERON CORPORATION - Form SC 13G/A

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

5

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Pursuant to a partnership agreement between Mainfield and Sage, Sage has the power to sell or vote on behalf of Mainfield some or all of the shares of Common Stock to which this report relates. Accordingly, under Rule 13d-3(a), Sage may be deemed to be the beneficial owner of shares owned by Mainfield.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Inapplicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See the Joint Filing Agreement Attached hereto as an Exhibit.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.

Inapplicable

ITEM 10. CERTIFICATION.

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

6

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Sage Capital Growth, Inc.

By: /s/ Eldad Gal  
-----  
Name: Eldad Gal  
Title: Managing Director

Mainfield Enterprises, Inc.

Edgar Filing: GERON CORPORATION - Form SC 13G/A

By: /s/ Avi Vigder  
-----  
Name: Avi Vigder  
Title: Authorized Signatory

7

JOINT FILING AGREEMENT

In accordance with rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other of the attached statement on Schedule 13G, and all amendments thereto, and that such statement, and all amendments thereto, is made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby executed this agreement on February 13, 2004.

Sage Capital Growth, Inc.

By: /s/ Eldad Gal  
-----  
Name: Eldad Gal  
Title: Managing Director

Mainfield Enterprises, Inc.

By: /s/ Avi Vigder  
-----  
Name: Avi Vigder  
Title: Authorized Signatory

8