

STEMCELLS INC  
Form 10-Q/A  
August 10, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-Q/A**  
**(Amendment No. 1)**  
**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarter ended: June 30, 2006**

**Commission File Number:**  
**0-19871**

**STEMCELLS, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE

94-3078125

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
identification No)

3155 PORTER DRIVE  
PALO ALTO, CA 94304

(Address of principal executive offices including zip code)

(650) 475-3100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter periods that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

At July 26, 2006, there were 77,777,174 shares of Common Stock, \$.01 par value, issued and outstanding.

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10 Q/A (this Amendment ) amends the Company s Quarterly Report on Form 10 Q for the second quarter ended June 30, 2006, originally filed on July 31, 2006 (the Original Filing ). The Company is filing this Amendment solely in order to re-file Exhibit 31.1, Certification of of Martin McGlynn under Section 302 of the Sarbanes-Oxley Act of 2002, and Exhibit 31.2, Certification of Rodney K. B. Young under Section 302 of the Sarbanes-Oxley Act of 2002 (the Certifications ), both of which include language in paragraph 4 related to internal control over financial reporting that was inadvertently omitted from the Certifications included in the Original Filing. This Form 10 Q/A does not modify or update any other exhibits or disclosures presented in the Original Filing.

PART II ITEM 6

EXHIBITS

**Exhibit 31.1** Certification of Martin McGlynn under Section 302 of the Sarbanes-Oxley Act of 2002

**Exhibit 31.2** Certification of Rodney K. B. Young under Section 302 of the Sarbanes-Oxley Act of 2002

**Exhibit 32.1** Certification of Martin McGlynn Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**Exhibit 32.2** Certification of Rodney K. B. Young Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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, thereunto duly authorized.

STEMCELLS, INC.

(name of Registrant)

August 8, 2006

/s/ Rodney K. B. Young

Rodney K. B. Young  
Chief Financial Officer

3

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**Exhibit Index**

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