

Edgar Filing: GERON CORPORATION - Form SC 13G

GERON CORPORATION  
Form SC 13G  
April 11, 2003

[OMB APPROVAL]

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. [ ])\*

GERON CORPORATION

-----  
(Name of Issuer)

Common Stock, par value \$.001 per share

-----  
(Title of Class of Securities)

374163103

-----  
(CUSIP Number)

April 8, 2003

-----  
(Date of Event which Requires Filing of This Statement)  
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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)

-----  
\*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 disclosures provided in a prior cover page.

The information required on 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).

- 1. NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS.

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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 SHARES         | 5.  | SOLE VOTING POWER<br>0                             |
| BENEFICIALLY             | 6.  | SHARED VOTING POWER<br>2,500,000 (see Item 4)      |
| OWNED BY EACH            | 7.  | SOLE DISPOSITIVE POWER<br>0                        |
| REPORTING PERSON<br>WITH | 8 . | SHARED DISPOSITIVE POWER<br>2,500,000 (see Item 4) |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,500,000 (see Item 4)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.45% (see Item 4)

12. TYPE OF REPORTING PERSON\*  
CO 25,197,641

\* See Instructions before filling out!

CUSIP No. 045327103

1. NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. 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

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British Virgin Islands

- |                  |     |  |     |
|------------------|-----|--|-----|
| NUMBER OF SHARES | 5.  | SOLE VOTING POWER  |     |
|                  |     | 0  |     |
| BENEFICIALLY     | 6.  | SHARED VOTING POWER  |     |
|                  |     | 2,500,000 (see Item 4)                                       |     |
| OWNED BY EACH    | 7.  | SOLE DISPOSITIVE POWER                                       |     |
|                  |     | 0  |     |
| REPORTING PERSON | 8 . | SHARED DISPOSITIVE POWER                                     |     |
| WITH             |     | 2,500,000 (see Item 4)                                       |     |
| 9.               |     | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |     |
|                  |     | 2,500,000 (see Item 4)                                       |     |
| 10.              |     | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)                 | [ ] |
|                  |     | EXCLUDES CERTAIN SHARES*                                     |     |
| 11.              |     | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)            |     |
|                  |     | 8.45% (see Item 4)   |     |
| 12.              |     | TYPE OF REPORTING PERSON*                                    |     |
|                  |     | CO   |     |

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\* See Instructions before filling out!

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 Enterprise, Inc. ("Mainfield")

(b) Address of Principal Business Office:

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

Mainfield:

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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

(e) CUSIP Number:

374163103

Item 3. If this Statement Is Filed Pursuant to Rules 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 or 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).

If this statement is filed pursuant to Rule 13d-1(c), check this box [X].

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.

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Sage:

(a) Amount Beneficially Owned:

2,500,000 shares of Common Stock (1)

(b) Percent of Class:

8.45% (2)

(c) Number of shares as to which Sage has:

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(1) Includes 2,200,000 shares of Common Stock owned by Mainfield and 300,000 shares of Common Stock issuable upon exercise of Warrant issued to Mainfield on April 8, 2003.

(2) Based on 25,197,641 shares of Common Stock issued and outstanding as of April 8, 2003 as represented by the Issuer to Mainfield, plus the 4,400,000 shares issued by the Company on April 8, 2003, for a total of 29,597,641 shares of Common Stock.

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(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

2,500,000 shares of Common Stock (see Footnote 1)

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

2,500,000 shares of Common Stock (see Footnote 1)

Mainfield:

(a) Amount Beneficially Owned:

2,500,000 shares of Common Stock (see Footnote 1)

(b) Percent of Class:

8.45% (see Footnote 2)

(c) Number of Shares as to Which Mainfield has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

2,500,000 shares of Common Stock (see Footnote 1)

(iii) Sole power to dispose or to direct the disposition of:

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0

(iv) Shared power to dispose or to direct the disposition of:

2,500,000 shares of Common Stock (see Footnote 1)

Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Pursuant to an investment management 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

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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.

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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.

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/s/ Eldad Gal  
-----

Name: Eldad Gal  
Title: Director

Mainfield Enterprise, Inc.

/s/ Avi Vigder  
-----

Name: Avi Vigder  
Title: Authorized Signatory

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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 statements, and all amendments thereto, is made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby executed this agreement on April \_\_, 2003.

Sage Capital Growth, Inc.

/s/ Eldad Gal  
-----

Name: Eldad Gal  
Title: Director

Mainfield Enterprises, Inc.

/s/ Avi Vigder  
-----

Name: Avi Vigder  
Title: Authorized Signatory

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