

ADVANCED CELL TECHNOLOGY, INC.  
Form 8-K  
September 22, 2005

## 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): **September 22, 2005**

## ADVANCED CELL TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**0-50295**  
(Commission File Number)

**87-0656515**  
(IRS Employer Identification  
Number)

**381 Plantation Street, Worcester, MA 01605**  
(Address of principal executive offices, including zip code)

**(508) 756-1212**  
(Registrant's telephone number, including area code)

(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:**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the



- o **Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**

- o **Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**



- o **Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)



o  
240.14d-2(b)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR

o

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (1





- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01 ENTRY INTO A MATERIAL AGREEMENT**

Amendment to Employment Agreement

On September 16, 2005, Advanced Cell Technology, Inc., a Nevada corporation (the Company), entered into an amendment of the Employment Agreement with James G. Stewart, its Chief Financial Officer, a copy of which amendment is filed herewith as Exhibit 10.1 and incorporated herein by reference. The amendment provides for an increase in Mr. Stewart's annual salary from \$235,000 to \$245,000. In connection with the execution of the amendment to Mr. Stewart's Employment Agreement, the Company has provided Mr. Stewart with an advance on his annual bonus in an amount equal to \$40,000.

Stock Option Agreements under the Company's 2005 Stock Incentive Plan

In connection with the execution of the amendment to Mr. Stewart's Employment Agreement, the Company has granted Mr. Stewart options to purchase an additional 250,000 shares of Common Stock of the Company under the Company's 2005 Stock Incentive Plan. The options vest monthly over a four-year period and vesting is contingent on Mr. Stewart's continued employment with the Company. The options are subject to the terms and conditions of the Company's 2005 Stock Incentive Plan and the Stock Option Agreement memorializing the award.

In addition, on September 16, 2005, the Company granted Dr. Robert P. Lanza, the Company's Chief Scientific Officer, options to purchase an additional 250,000 shares of Common Stock of the Company under the Company's 2005 Stock Incentive Plan. The options were fully vested upon issuance and are subject to the terms and conditions of the Company's 2005 Stock Incentive Plan and the Stock Option Agreement memorializing the award.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits. The following exhibit accompanies this Report:

<b>Exhibit No.</b>	<b>Exhibit Description</b>
10.1	Amendment to Employment Agreement of James G. Stewart

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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.

**ADVANCED CELL TECHNOLOGY, INC.**





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By: /s/ William M. Caldwell, IV  
William M. Caldwell, IV  
Chief Executive Officer

Dated: September 22, 2005



EXHIBITS

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