



DIVISION OF
CORPORATION FINANCE

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

December 28, 2010

Kenneth B. Stratton
General Counsel
StemCells, Inc.
3155 Porter Drive
Palo Alto, CA 94304

Re: StemCells, Inc.
Form 10-K for the Fiscal Year Ended December 31, 2009
Definitive Proxy Statement filed April 13, 2010
File No. 000-19871

Dear Mr. Stratton:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Jeffrey Riedler
Assistant Director