

**UNITED STATES
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): **August 8, 2008**

CYTORI THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-32501

(Commission File
Number)

33-0827593

(I.R.S. Employer Identification Number)

3020 Callan Road, San Diego, California 92121
(Address of principal executive offices, with zip code)

(858) 458-0900
(Registrant's telephone number, including area code)

n/a
(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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 **Entry Into a Material Definitive Agreement**

On August 7, 2008, Cytori Therapeutics, Inc. (the “**Company**”) entered into a Common Stock Purchase Agreement with Olympus Corporation (the “**Olympus Purchase Agreement**”) and a Securities Purchase Agreement with certain institutional investors identified on the signature pages thereto (the “**Institutional Investors**”) for the private placement of a total of 2,825,517 unregistered shares of the Company’s common stock with 50% warrant coverage at a purchase price of \$6.00 per unit. The Olympus Purchase Agreement originally provided for the purchase and sale of \$6,000,000 of unregistered shares of the Company’s common stock at a price of \$6.50 per share. However, the agreement also contained an adjustment provision such that in the event the Company agreed to sell securities to the Institutional Investors on more investor favorable financial terms, the terms of the purchase and sale of securities under the Olympus Purchase Agreement would be adjusted to provide Olympus the same pricing terms and warrant coverage as the Institutional Investors. Because the agreement with the Institutional Investors provided for the private placement of shares of common stock and warrants at a purchase price of \$6.00 per unit, the adjustment provision in the Olympus Purchase Agreement became applicable. On August 8, 2008, the Company and Olympus Corporation entered into an amendment to the Olympus Purchase Agreement (the “**Amendment**”) to set forth the adjusted terms of the private placement of securities with Olympus. The Amendment provides for the purchase by and sale to Olympus of 1,000,000 shares of the Company’s common stock and a warrant exercisable for an additional 500,000 shares of the Company’s common stock for a total purchase price of \$6,000,000. The terms of the warrant issued to Olympus in connection with this transaction are substantially identical to those of the warrants issued to the Institutional Investors. The warrant has an exercise price of \$8.50 per share, a five year term and will not be exercisable until six months after its date of issuance. Except as described above, the Olympus Purchase Agreement was not modified. The closing of the private placement of these securities with Olympus took place on August 8, 2008.

The Amendment is attached hereto as Exhibit 10.32.1 and incorporated herein by reference. The Common Stock Purchase Agreement, the Securities Purchase Agreement, and the form of Warrant were previously filed with the Securities and Exchange Commission as exhibits to the Company’s Current Report on Form 8-K filed on August 8, 2008. The foregoing description of the Common Stock Purchase Agreement, the Amendment, the Securities Purchase Agreement and the form of Warrant does not purport to be complete and is qualified in its entirety by reference to the full text of the Common Stock Purchase Agreement, the Amendment, the Securities Purchase Agreement and the form of Warrant attached hereto or to the Company’s Current Report on Form 8-K filed on August 8, 2008.

Item 9.01 **Financial Statements and Exhibits**

(d) **Exhibits** The following material is filed as an exhibit to this Current Report on Form 8-K:

10.32.1 Amendment No. 1 to Common Stock Purchase Agreement, dated August 8, 2008, by and between Cytori Therapeutics, Inc. and Olympus Corporation.

SIGNATURES

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.

CYTORI THERAPEUTICS, INC.

Date: August 14, 2008

By: /s/ Mark E. Saad
Mark E. Saad
Chief Financial Officer

AMENDMENT NO. 1
TO
COMMON STOCK PURCHASE AGREEMENT

This Amendment No. 1 to Common Stock Purchase Agreement (the "Amendment") is made as of August 8, 2008, by and between Cytori Therapeutics, Inc., a Delaware corporation with its principal executive office located at 3020 Callan Road, San Diego, CA 92121 (the "Company"), and Olympus Corporation, a Japan corporation with its principal executive office located at 43-2 Hatagaya 2-chome, Shibuya-ku, Tokyo, Japan ("Purchaser") (the Company and Purchaser are referred to collectively as the "Parties").

WHEREAS, the Parties entered into that certain Common Stock Purchase Agreement executed as of August 7, 2008 (the "Agreement") (capitalized terms used in this Amendment but not defined herein shall have the meaning assigned to them in the Agreement); and

WHEREAS, Section 13 of the Agreement provides that in the event the final terms of the Offering to third parties were more favorable than the terms offered to Olympus in the Agreement, that Olympus would be entitled to adjust the terms of the Agreement to reflect such more favorable terms; and

WHEREAS, The terms of the Offering were in fact more favorable to the third parties, and the Parties hereto now agree to amend the terms of the Agreement to match the more favorable terms provided to such third parties and effectuate the provisions of Section 13 of the Agreement; and

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and conditions set forth below, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties to this Amendment hereby agree as follows:

1. Amendments.

a. Section 1 (Sale of Stock) of the Agreement shall be deleted in its entirety and the following inserted in its place:

"1. **Sale of Stock.** Subject to the terms and conditions of this Agreement, the Company will issue and sell to Purchaser, and Purchaser agrees to purchase from the Company 1,000,000 unregistered shares of the Company's Common Stock (the "Shares") at a purchase price of US\$6.00 per Share for a total of US \$6,000,000 (the "Purchase Price"). The Purchase Price per share reflects the adjustment to more favorable terms for the Purchaser in accordance with the terms of Section 13 of this Agreement.

(i) **Warrants.** For each Share purchased above, Olympus shall be issued a five year Warrant to purchase one half of a Share (a "Warrant Share") at an exercise price of \$8.50 per Warrant Share, for an aggregate of 500,000 additional Warrant Shares that may be acquired pursuant to the Warrant. The terms of the Warrant shall be as contained in the form attached as hereto as Exhibit A.

2. Effect of Amendment. Except as and to the extent expressly modified by this Amendment, the Agreement shall remain in full force and effect in all respects. In the event of a conflict or inconsistency between this Amendment and the Agreement, the provisions of this Amendment shall govern.

3. Counterparts. This Amendment may be executed in several counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute one instrument. Delivery of

an executed counterpart of a signature page of this Amendment by facsimile or other electronic means shall constitute effective delivery.

The parties have executed this Amendment No. 1 to Common Stock Purchase Agreement as of the date first set forth above.

COMPANY:

CYTORI THERAPEUTICS, INC.

/s/ Christopher J. Calhoun

By: Christopher J. Calhoun

Title: CEO

Address:
3020 Callan Road
San Diego, CA 92121

Fax: US 858-458-0994

PURCHASER:

OLYMPUS CORPORATION

/s/ Yasunobu Toyoshima

By: Yasunobu Toyoshima

Title: General Manager

Address:
43-2 Hatagaya 2-chome
Shibuya-ku, Tokyo
Japan

Fax: Japan 03-3340-2062

EXHIBIT A

Warrant

