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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2016

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-34375

CYTORI THERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

DELAWARE	**33-0827593**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3020 CALLAN ROAD, SAN DIEGO, CALIFORNIA	**92121**
(Address of principal executive offices)	**(Zip Code)**

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

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 12 months (or for such shorter period 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large Accelerated Filer	☐	Accelerated Filer	☒
Non-Accelerated Filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

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

As of October 31, 2016, there were 20,500,553 shares of the registrant's common stock outstanding.

CYTORI THERAPEUTICS, INC.

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PART I. FINANC IAL INFORMATION
Item 1. Financial Statements

CYTORI THERAPEUTICS, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS
(UNAUDITED)

	As of September 30, 2016	As of December 31, 2015
Assets		
Current assets:		
Cash and cash equivalents	$ 14,924,000	$ 14,338,000
Accounts receivable, net of reserves of $173,000 and $797,000 in 2016 and 2015, respectively	918,000	1,052,000
Inventories, net	3,946,000	4,298,000
Other current assets	1,253,000	1,555,000
Total current assets	21,041,000	21,243,000
Property and equipment, net	1,292,000	1,631,000
Restricted cash and cash equivalents	350,000	350,000
Other assets	1,474,000	1,521,000
Intangibles, net	8,763,000	9,031,000
Goodwill	3,922,000	3,922,000
Total assets	$ 36,842,000	$ 37,698,000
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 5,637,000	$ 6,687,000
Current portion of long-term obligations, net of discount	5,267,000	—
Joint venture purchase obligation	—	1,750,000
Total current liabilities	10,904,000	8,437,000
Deferred revenues	97,000	105,000
Long-term deferred rent and other	41,000	269,000
Long-term obligations, net of discount, less current portion	12,130,000	16,681,000
Total liabilities	23,172,000	25,492,000
Commitments and contingencies		
Stockholders' equity:		
Series A 3.6% convertible preferred stock, $0.001 par value; 5,000,000 shares authorized; 13,500 shares issued; no shares outstanding in 2016 and 2015	—	—
Common stock, $0.001 par value; 75,000,000 shares authorized; 20,495,069 and 13,003,893 shares issued and outstanding in 2016 and 2015, respectively	20,000	13,000
Additional paid-in capital	387,119,000	368,214,000
Accumulated other comprehensive income	675,000	996,000
Accumulated deficit	(374,144,000)	(357,017,000)
Total stockholders' equity	13,670,000	12,206,000
Total liabilities and stockholders' equity	$ 36,842,000	$ 37,698,000

SEE NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

CYTORI THERAPEUTICS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME
(UNAUDITED)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2016	2015	2016	2015
Product revenues	$ 731,000	$ 766,000	$ 3,190,000	$ 3,281,000
Cost of product revenues	618,000	502,000	1,770,000	2,395,000
Gross profit	113,000	264,000	1,420,000	886,000
Development revenues:				
Government contracts and other	1,879,000	1,711,000	5,163,000	5,002,000
	1,879,000	1,711,000	5,163,000	5,002,000
Operating expenses:				
Research and development	3,960,000	4,352,000	13,334,000	14,363,000
Sales and marketing	818,000	566,000	2,742,000	2,059,000
General and administrative	2,011,000	2,370,000	6,625,000	7,662,000
Change in fair value of warrant liabilities	—	(7,310,000)	—	(4,988,000)
Total operating expenses	6,789,000	(22,000)	22,701,000	19,096,000
Operating (loss) income	(4,797,000)	1,997,000	(16,118,000)	(13,208,000)
Other income (expense):				
Income (loss) on asset disposal	—	(3,000)	2,000	6,000
Loss on debt extinguishment	—	—	—	(260,000)
Interest income	4,000	3,000	8,000	6,000
Interest expense	(645,000)	(669,000)	(1,947,000)	(2,677,000)
Other income, net	54,000	199,000	928,000	152,000
Total other expense	(587,000)	(470,000)	(1,009,000)	(2,773,000)
Net (loss) income	$ (5,384,000)	$ 1,527,000	$ (17,127,000)	$ (15,981,000)
Beneficial conversion feature for convertible preferred stock	—	—	—	(661,000)
Net (loss) income allocable to common stockholders	$ (5,384,000)	$ 1,527,000	$ (17,127,000)	$ (16,642,000)
Net income (loss) per share allocable to common stockholders				
Basic	$ (0.26)	$ 0.15	$ (1.06)	$ (1.87)
Diluted	$ (0.26)	$ 0.15	$ (1.06)	$ (1.87)
Weighted average shares used in calculating net income (loss) per share allocable to common stockholders				
Basic	20,493,840	10,253,231	16,147,042	8,878,276
Diluted	20,493,840	10,531,264	16,147,042	8,878,276
Comprehensive (loss) income:				
Net (loss) income	$ (5,384,000)	$ 1,527,000	$ (17,127,000)	$ (15,981,000)
Other comprehensive (loss) income – foreign currency translation adjustments	58,000	110,000	(321,000)	361,000
Comprehensive (loss) income	$ (5,326,000)	$ 1,637,000	$ (17,448,000)	$ (15,620,000)

SEE NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

CYTORI THERAPEUTICS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Nine Months Ended September 30,	
	2016	**2015**
Cash flows from operating activities:		
Net loss	$ (17,127,000)	$ (15,981,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	794,000	761,000
Amortization of deferred financing costs and debt discount	714,000	714,000
Joint Venture acquisition obligation accretion	24,000	340,000
Provision for expired inventory	26,000	—
Change in fair value of warrants	—	(4,988,000)
Stock-based compensation expense	925,000	1,617,000
Loss on asset disposal	2,000	5,000
Loss on debt extinguishment	—	260,000
Increases (decreases) in cash caused by changes in operating assets and liabilities:		
Accounts receivable	91,000	131,000
Inventories	190,000	(10,000)
Other current assets	205,000	(258,000)
Other assets	32,000	762,000
Accounts payable and accrued expenses	(1,013,000)	870,000
Deferred revenues	(8,000)	41,000
Long-term deferred rent	(227,000)	(210,000)
Net cash used in operating activities	(15,372,000)	(15,946,000)
Cash flows from investing activities:		
Purchases of property and equipment	(110,000)	(544,000)
Expenditures for intellectual property	—	(13,000)
Net cash used in investing activities	(110,000)	(557,000)
Cash flows from financing activities:		
Principal payments on long-term obligations	—	(25,032,000)
Proceeds from long-term obligations	—	17,700,000
Debt issuance costs and loan fees	—	(1,854,000)
Joint Venture purchase payments	(1,774,000)	(1,623,000)
Proceeds from exercise of employee stock options and warrants	—	4,986,000
Proceeds from sale of common stock, net	17,702,000	26,749,000
Dividends paid on preferred stock	—	(75,000)
Net cash provided by financing activities	15,928,000	20,851,000
Effect of exchange rate changes on cash and cash equivalents	140,000	—
Net increase in cash and cash equivalents	586,000	4,348,000
Cash and cash equivalents at beginning of period	14,338,000	14,622,000
Cash and cash equivalents at end of period	$ 14,924,000	$ 18,970,000
Supplemental disclosure of cash flows information:		
Cash paid during period for:		
Interest	$ 1,213,000	$ 1,607,000
Supplemental schedule of non-cash investing and financing activities:		
Conversion of preferred stock into common stock	—	10,000
Declared dividend related to preferred stock	—	3,000

SEE NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

1. Basis of Presentation and New Accounting Standards

Our accompanying unaudited consolidated condensed financial statements as of September 30, 2016 and for the three and nine months ended September 30, 2016 and 2015 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. Our consolidated condensed balance sheet at December 31, 2015 has been derived from the audited financial statements at December 31, 2015, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the financial position and results of operations of Cytori Therapeutics, Inc., and our subsidiaries (collectively, the "Company") have been included. Operating results for the three and nine months ended September 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. These financial statements should be read in conjunction with the consolidated financial statements and notes therein included in our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission on March 11, 2016.

On May 10, 2016, following stockholder and Board approval, an amendment (the "Amendment") to the Company's amended and restated certificate of incorporation, as amended was filed and declared effective, which Amendment effectuated a one-for-fifteen (1:15) reverse stock split of the Company's (i) outstanding common stock, and (ii) common stock reserved for issuance upon exercise of outstanding warrants and options (the "1:15 Reverse Stock Split"). Upon effectiveness of the 1:15 Reverse Stock Split, the number of shares of the Company's common stock (x) issued and outstanding decreased from approximately 200 million shares (as of May 10, 2016) to approximately 13.3 million shares; (y) reserved for issuance upon exercise of outstanding warrants and options decreased from approximately 16 million shares to approximately 1.1 million shares, and (z) reserved but unallocated under our current equity incentive plans (including the stockholder-approved share increase to the Company's 2014 Equity Incentive Plan) decreased from approximately 6.5 million common shares to approximately 0.4 million common shares. In connection with the 1:15 Reverse Stock Split, the Company also decreased the total number of its authorized shares of common stock from 290 million to 75 million. The number of authorized shares of preferred stock remained unchanged. Following the 1:15 Reverse Stock Split, certain reclassifications have been made to the prior periods' financial statements to conform to the current period's presentation. The Company adjusted stockholders' equity to reflect the 1:15 Reverse Stock Split by reclassifying an amount equal to the par value of the shares eliminated by the split from common stock to the Additional Paid-in Capital during the first quarter of fiscal 2016, resulting in no net impact to stockholders' equity on our consolidated balance sheets. The Company's shares of common stock commenced trading on a split-adjusted basis on May 12, 2016. Proportional adjustments for the reverse stock split were made to the Company's outstanding stock options, warrants and equity incentive plans for all periods presented.

The following table provides a brief description of recent accounting pronouncements that had and/or could have a material impact on the Company's consolidated condensed financial statements. The Company is currently evaluating the impact of adopting the following standards on its consolidated financial statements.

New Accounting Standards

ASU Number and Name	Description	Date of Adoption
2016-15, Statement of Cash Flows (Topic 230): Classification of certain cash receipts and cash payments (a consensus of the emerging issues take force)	This standard addresses the following eight specific cash flow issues: Debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (including bank-owned life insurance policies); distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. Transition method: prospectively.	January 1, 2018. Early adoption is permitted.

2016-09, Compensation — Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting	The standard simplifies the following aspects of accounting for share-based payments awards: accounting for income taxes, classification of excess tax benefits on the statement of cash flows, forfeitures, statutory tax withholding requirements, classification of awards as either equity or liabilities and classification of employee taxes paid on statement of cash flows when an employer withholds shares for tax-withholding purposes. Transition method: Various.	January 1, 2017. Early adoption is permitted.
2016-02, Leases (Topic 842)	The standard creates Topic 842, Leases which supersedes Topic 840, Leases, and introduces a lessee model that brings substantially all leases onto the balance sheet while retaining most of the principles of the existing lessor model in U.S. GAAP and aligning many of those principles with ASC 606, Revenue from Contracts with Customers. Transition method: modified retrospective approach with certain practical expedients.	January 1, 2019. Early adoption is permitted.
2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory	The standard replaces the current lower of cost or market test with a lower of cost or net realizable value test. Transition method: prospectively.	January 1, 2017. Early adoption is permitted.
2014-09, Revenue from Contracts with Customers (Topic 606)	The standard provides a single and comprehensive revenue recognition model for all contracts with customers to improve comparability. The revenue standard contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The standard requires an entity to recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. Transition method: a full retrospective or modified retrospective approach.	January 1, 2018 (as deferred by ASU No. 2015-14). Earlier application is permitted only as of January 1, 2017.
2016-08, Revenue from Contracts with Customers (Topic 606) — Principal versus Agent Considerations (Reporting Revenue Gross versus Net)	The standard clarifies how an entity should identify the unit of accounting for the principal versus agent evaluation and apply the control principle to certain types of arrangements. The amendments also re-frame the indicators to focus on evidence that an entity is acting as a principal rather than as an agent, revise existing examples and add new ones. Transition method: a full retrospective or modified retrospective approach.	January 1, 2018 (as deferred by ASU No. 2015-14). Earlier application is permitted only as of January 1, 2017.
2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing	This standard clarifies the following two aspects of Topic 606: identifying performance obligations and the licensing implementation guidance, while retaining the related principles for those areas. This standard reduces the cost and complexity of applying Topic 606 to the identification of promised goods or services, and it also includes implementation guidance on licensing. Transition method: a full retrospective or modified retrospective approach.	January 1, 2018 (as deferred by ASU No. 2015-14). Earlier application is permitted only as of January 1, 2017.
2016-12, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing	This standard addresses narrow-scope improvements to the guidance on collectability, noncash consideration, and completed contracts at transition as well as providing a practical expedient for contract modifications.	January 1, 2018 (as deferred by ASU No. 2015-14). Earlier application is permitted only as of January 1, 2017.
2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern.	The amendments in this update will require management to assess, at each annual and interim reporting period, the entity's ability to continue as a going concern and, if management identifies conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued, to disclose in the notes to the entity's financial statements the principal conditions or events that raised substantial doubt about the entity's ability to continue as a going concern, management's evaluation of their significance, and management's plans that alleviated or are intended to alleviate substantial doubt about the entity's ability to continue as a going concern. After adoption at December 31, 2016, the Company will apply this guidance to assess going concern.	Annual period ending after December 15, 2016. Early adoption is permitted.

2. Use of Estimates

The preparation of Consolidated Condensed Financial Statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Our most significant estimates and critical accounting policies involve recognizing revenue, reviewing goodwill and intangible assets for impairment, valuing warrants, determining the assumptions used in

measuring share-based compensation expense, measuring accretion expense related to our acquisition of the joint venture, and valuing allowances for doubt ful accounts and inventory reserves.

Actual results could differ from these estimates. Management's estimates and assumptions are reviewed regularly, and the effects of revisions are reflected in the Consolidated Condensed Financial Statements in the periods they are determined to be necessary.

3. Liquidity

We incurred net losses of $5.4 million and $17.1 million for the three and nine months ended September 30, 2016, respectively, and incurred net income of $1.5 million and a net loss of $16.0 million for the three and nine months ended September 30, 2015, respectively. We have an accumulated deficit of $374.1 million as of September 30, 2016. Additionally, we have used net cash of $15.4 million and $15.9 million to fund our operating activities for the nine months ended September 30, 2016 and 2015, respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern.

To date, these operating losses have been funded primarily from outside sources of invested capital including our recently completed Rights Offering (discussed below), our at-the-market equity facility, our Loan and Security Agreement with Oxford Finance, LLC and gross profits. We have had, and we will likely continue to have, an ongoing need to raise additional cash from outside sources to fund our future clinical development programs and other operations.

On June 15, 2016, the Company closed a Rights Offering originally filed under Form S-1 registration statement in April 2016. Pursuant to the Rights Offering, the Company sold an aggregate of 6,704,852 units consisting of a total of 6,704,852 shares of common stock and 3,352,306 warrants, with each warrant exercisable for one share of common stock at an exercise price of $3.06 per share, resulting in total gross proceeds to Cytori of $17.1 million. See Note 12 for further discussion on the June 2016 Rights Offering.

Pursuant to this securities transaction and related equity issuance, as well as anticipated gross profits and potential outside sources of capital, the Company believes it has sufficient cash to fund operations through Q2 2017. The Company continues to seek additional capital through product revenues, strategic transactions, including extension opportunities under our awarded U.S. Department of Health and Human Service's Biomedical Advanced Research and Development Authority ("BARDA") contract, and from other financing alternatives.

Should we be unable to raise additional cash from outside sources, this will have an adverse impact on our operations.

The accompanying consolidated financial statements have been prepared assuming the Company will continue to operate as a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business, and do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from uncertainty related to its ability to continue as a going concern.

4. Transactions with Olympus Corporation

Under our Joint Venture Termination Agreement ("Termination Agreement"), dated May 8, 2013, with Olympus Corporation ("Olympus"), we were required to pay Olympus a total purchase price of $6.0 million within two years of the date of the Termination Agreement. Pursuant to amendments to the Joint Venture Termination Agreement, dated April 30, 2015 and January 8, 2016, the Company's repayment obligations were extended through May 8, 2016. We made payments under the Termination Agreement totaling approximately $4.2 million through December 31, 2015, as well as separate payments of $0.5 million each in January 2016 and April 2016, and paid the remaining balance of $0.8 million before the May 8, 2016 due date. There were no outstanding obligations to Olympus as of September 30, 2016.

5. Long-term Debt

On May 29, 2015, we entered into the Loan and Security Agreement, dated May 29, 2015 ("Loan Agreement"), with Oxford Finance LLC ("Oxford"), pursuant to which it funded an aggregate principal amount of $17.7 million ("Term Loan"), subject to the terms and conditions set forth in the Loan Agreement. The Term Loan accrues interest at a floating rate of at least 8.95% per annum, comprised of three-month LIBOR rate with a floor of 1.00% plus 7.95%. Pursuant to the Loan Agreement, we were previously required to make interest only payments through June 1, 2016 and thereafter we were required to make payments of principal and accrued interest in equal monthly installments sufficient to amortize the Term loan through June 1, 2019, the maturity date. On February 23, 2016, we received an acknowledgement and agreement from Oxford related to the positive data on our U.S. ACT-OA clinical trial. As a result, pursuant to the Loan Agreement, the period for which we are required to make interest-only payments was extended from July 1, 2016 to January 1, 2017. All unpaid principal and interest with respect to the Term Loan is due and payable in full on June 1, 2019. At maturity of the Term Loan, or earlier repayment in full following voluntary prepayment or upon acceleration, we are required to make a final payment in an aggregate amount equal to

approximately $1.1 million. In connection with the Term Loan, on May 29, 2015, we issued to Oxford warrants to purchase an aggregate of 94,441 shares of our common stock at an exercise price of $10.35 per share. These warrants became exercisable as of November 30, 2015 and will expire on May 29, 2025 and, following the authoritative accounting guidance, are equity classified.

In connection with the Loan Agreement, we prepaid all outstanding amounts under our prior loan agreement with Oxford and Silicon Valley Bank, at which time the Company's obligations under the prior loan agreement immediately terminated. We paid approximately $25.4 million to Oxford and Silicon Valley Bank, consisting of the then outstanding principal balance due of approximately $23.4 million, accrued but unpaid interest of approximately $0.2 million, final payment and other agency fees of approximately $1.8 million and other customary lender fees and expenses.

For Oxford, we accounted for this Term Loan as a debt modification. We retired $3.1 million of the principal of the previous loan and the corresponding unamortized fees were expensed. The remaining fees of $0.8 million were recorded as debt discount, and along with the new loan fees, are amortized as an adjustment of interest expense using the effective interest method. For Silicon Valley Bank, which did not participate in the Term Loan, the payoff of the loan was accounted for as debt extinguishment. Accordingly, a total loss on debt extinguishment of $0.3 million was recorded in the second quarter of 2015, which includes the unamortized fees and discounts along with final payment fees.

We allocated the aggregate proceeds of the Term Loan between the warrants and the debt obligations based on their relative fair values. The fair value of the warrants issued to Oxford was calculated utilizing the Black-Scholes option pricing model. The Black-Scholes option-pricing model incorporates various and highly sensitive assumptions including expected volatility, expected term and risk-free interest rates. The expected volatility is based on the historical volatility of the Company's common stock over the most recent period. The risk-free interest rate for period within the contractual life of the warrant is based on the U.S. Treasury yield in effect at the time of grant. We amortize the relative fair value of the warrants at the issuance date as a discount of $0.8 million over the term of the loan using the effective interest method, with an effective interest rate of 14.95%. The Term Loan is collateralized by a security interest in substantially all of the Company's existing and subsequently acquired assets, subject to certain exceptions set forth in the Loan Agreement and excluding its intellectual property assets, which are subject to a negative pledge. The minimum liquidity covenant is $5 million. As of September 30, 2016 we were in compliance with the debt covenants.

6. Revenue Recognition

Concentration of Significant Customers

Three distributors and two direct customers comprised 80% of our revenue recognized for the nine months ended September 30, 2016. Two distributors and one direct customer accounted for 28% of total outstanding accounts receivable (excluding receivables from BARDA as of September 30, 2016.

Two distributors and three direct customers comprised 67% of our revenue recognized for the nine months ended September 30, 2015. Three distributors and three direct customers accounted for 63% of total outstanding accounts receivable as of September 30, 2015.

Product revenues, classified by geographic location, are as follows:

	Three months ended				Nine months ended			
	September 30, 2016		September 30, 2015		September 30, 2016		September 30, 2015	
	Product Revenues	% of Total	Product Revenues	% of Total	Product Revenues	% of Total	Product Revenues	% of Total
Americas	$ 79,000	11%	$ 120,000	16%	$ 670,000	21%	$ 597,000	18%
Japan	575,000	79%	451,000	58%	2,232,000	70%	1,408,000	43%
EMEA	76,000	10%	75,000	10%	281,000	9%	491,000	15%
Asia Pacific	1,000	0%	120,000	16%	7,000	0%	785,000	24%
Total product revenues	$ 731,000	100%	$ 766,000	100%	$3,190,000	100%	$3,281,000	100%

Research and Development

We earn revenue for performing tasks under research and development agreements with governmental agencies like BARDA. Revenues derived from reimbursement of direct out-of-pocket expenses for research costs associated with government contracts are recorded as government contract and other within development revenues. Government contract revenue is recorded at the gross amount of the reimbursement. The costs associated with these reimbursements are reflected as a component of research and development expense in our statements of operations. We recognized $1.9 million and $5.2 million in BARDA revenue for the three and nine months ended September 30, 2016, respectively, as compared to $1.7 million and $5.0 million for the three and nine months ended September 30, 2015, respectively.

7. Inventories

Inventories are carried at the lower of cost or market, determined on the first-in, first-out (FIFO) method.

Inventories consisted of the following:

	September 30, 2016	December 31, 2015
Raw materials	$ 831,000	$ 1,009,000
Work in process	934,000	816,000
Finished goods	2,181,000	2,473,000
	$ 3,946,000	$ 4,298,000

8. Earnings per Share

Basic per share data is computed by dividing net income or loss applicable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted per share data is computed by dividing net income or loss applicable to common stockholders by the weighted average number of common shares outstanding during the period increased to include, if dilutive, the number of additional common shares that would have been outstanding as calculated using the treasury stock method. Potential common shares were related entirely to outstanding but unexercised options and warrants for all periods presented.

We have excluded all potentially dilutive securities, including unvested performance-based restricted stock, from the calculation of diluted loss per share attributable to common stockholders for the three and nine month periods ended September 30, 2016 and nine-month period ended September 30, 2015, as their inclusion would be antidilutive. We have included 0.3 million dilutive securities for the purposes of calculating earnings per share for the three months ended September 30, 2015. Potentially dilutive common shares excluded from the calculations of diluted loss per share was 4.3 million as of September 30, 2016, which includes 3.5 million outstanding warrants and 0.8 million options and restricted stock awards.

9. Commitments and Contingencies

We have entered into agreements with various research organizations for pre-clinical and clinical development studies, which have provisions for cancellation. Under the terms of these agreements, the vendors provide a variety of services including conducting research, recruiting and enrolling patients, monitoring studies and data analysis. Payments under these agreements typically include fees for services and reimbursement of expenses. The timing of payments due under these agreements is estimated based on current study progress. As of September 30, 2016, we have clinical research study obligations of $4.3 million, $3.6 million of which are expected to be complete within a year. Should the timing of the clinical trials change, the timing of the payment of these obligations would also change.

We lease facilities for our headquarters office location as well as international office locations. As of September 30, 2016, we have remaining lease obligations of $2.5 million, $2.2 million of which are expected to be completed within a year.

We are party to an agreement with Roche Diagnostics Corporation which requires us to make certain product purchase minimums. Pursuant to the agreement, as of September 30, 2016, we have a minimum purchase obligation of $5.9 million, $1.3 million of which is expected to be completed within a year.

We are subject to various claims and contingencies related to legal proceedings. Due to their nature, such legal proceedings involve inherent uncertainties including, but not limited to, court rulings, negotiations between affected parties and governmental actions. Management assesses the probability of loss for such contingencies and accrues a liability and/or discloses the relevant circumstances, as appropriate. Management believes that any liability to us that may arise as a result of currently pending legal proceedings will not have a material adverse effect on our financial condition, liquidity, or results of operations as a whole.

See Note 4 for a discussion of our commitments and contingencies related to our transactions with Olympus.

10. Fair Value Measurements

Fair value measurements are market-based measurements, not entity-specific measurements. Therefore, fair value measurements are determined based on the assumptions that market participants would use in pricing the asset or liability. We

follow a three-lev el hierarchy to prioritize the inputs used in the valuation techniques to derive fair values. The basis for fair value measurements for each level within the hierarchy is described below:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets.
- Level 3: Valuations derived from valuation techniques in which one or more significant inputs are unobservable in active markets.

As of September 30, 2016 and as of December 31, 2015, the Company did not have any assets or liabilities measured at fair value presented on the Company's balance sheets.

Warrants with exercise price reset features (down-round protection) were accounted for as liabilities, with changes in the fair value included in net loss for the respective periods. Because some of the inputs to our valuation model were either not observable or were not derived principally from or corroborated by observable market data by correlation or other means, the warrant liability was classified as Level 3 in the fair value hierarchy. All of these warrants were cashless exercised on or before December 31, 2015.

11. Fair Value

Financial Instruments

We disclose fair value information about all financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate fair value. The disclosures of estimated fair value of financial instruments at September 30, 2016 and December 31, 2015, were determined using available market information and appropriate valuation methods. Considerable judgment is necessary to interpret market data and develop estimated fair value. The use of different market assumptions or estimation methods may have a material effect on the estimated fair value amounts.

The carrying amounts for cash and cash equivalents, accounts receivable, inventories, other current assets, accounts payable, accrued expenses and other liabilities approximate fair value due to the short-term nature of these instruments.

We utilize quoted market prices to estimate the fair value of our fixed rate debt, when available. If quoted market prices are not available, we calculate the fair value of our fixed rate debt based on a currently available market rate assuming the loans are outstanding through maturity and considering the collateral. In determining the current market rate for fixed rate debt, a market spread is added to the quoted yields on federal government treasury securities with similar terms to the debt.

At September 30, 2016 and December 31, 2015, the aggregate fair value and the carrying value of the Company's long-term debt were as follows:

	September 30, 2016		December 31, 2015	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Long-term debt	$ 17,393,000	$ 17,397,000	$ 16,844,000	$ 16,681,000

Carrying value is net of debt discount of $1.4 million and $2.1 million as of September 30, 2016 and December 31, 2015, respectively.

The fair value of debt is classified as Level 3 in the fair value hierarchy as some of the inputs to our valuation model are either not observable quoted prices or are not derived principally from or corroborated by observable market data by correlation or other means.

12. Stockholders' Equity

Preferred Stock

We have authorized 5 million shares of $0.001 par value preferred stock. Our Board of Directors is authorized to designate the terms and conditions of any preferred stock we issue without further action by the common stockholders. There were 13,500 shares of Series A 3.6% Convertible Preferred Stock that had been issued at September 30, 2016 and December 31, 2015, none of which were outstanding as of either date.

All outstanding shares of the Series A 3.6% Convertible Preferred Stock were converted into common stock during the fourth quarter of 2014 and the first quarter of 2015 at the option of the holders. The fair value of the common stock into which the Series A 3.6% Convertible Preferred Stock was convertible on the date of issuance exceeded the proceeds allocated to the

preferred stock, resulting in the beneficial conversion feature that we recognized as a dividend to the preferred stockholders and, accordingly, an adjustment to net loss to arrive at net loss allocable to common stockholders. C ertain shares of Series A 3.6% Convertible Preferred Stock were not convertible until stockholder approval, which occurred in January 2015. As a result, a dividend for the beneficial conversion feature of $0.7 million was recorded during the quarter ended March 31, 2015.

In connection with the 3.6% Convertible Preferred Stock outstanding at December 31, 2014, we declared a cash dividend of $0.08 million. The cash dividend was paid in January and April 2015.

Common Stock

In May 2015, the Company entered into a Securities Purchase Agreement with certain institutional investors pursuant to which the Company agreed to sell up to $25.0 million of units, with each unit consisting of one share of its common stock and one warrant to purchase one share of its common stock, in a registered direct offering. The purchase and sale of the units took place in two separate closings. At the initial closing, which took place on May 8, 2015, the Company received approximately $17.4 million in net proceeds from the sale of units. The second closing occurred on August 27, 2015 upon satisfaction of certain conditions, including, without limitation, stockholder vote, and the Company received approximately $2.1 million in net proceeds from the sale of 500,000 units of the 1,000,000 units available for sale at the second closing.

On December 17, 2015, the Company and the holders of October 2014 warrants agreed to amend the October 2014 Warrants pursuant to an Amendment to Common Stock Purchase Warrant (the "2014 Amendment"). Also on December 17, 2015, the Company and the holders of the May 2015 Warrants and the August 2015 Warrants (collectively the "2015 Warrants") agreed to amend the 2015 Warrants pursuant to an Amendment to Series A-1 Warrant to Purchase Common Stock and Amendment to Series A-2 Warrant to Purchase Common Stock, respectively (the "2015 Amendment" and, together with the 2014 Amendment, the "Warrant Amendments"). The Warrant Amendments provided that the holders may exercise their warrants on a "cashless exercise" basis in whole on or prior to December 31, 2015, whereby each exercising holder of the amended 2015 Warrants would receive 0.75 shares for each warrants share exercised and each exercising holder of the amended 2014 Warrants would receive 0.69 shares for each warrant share exercised. In addition, the Warrant Amendments removed certain provisions which provided that the exercise price of the Warrants would be reset in the event of certain equity issuances by the Company for a price below the exercise price of the Warrants at the time of such issuance. All 2014 Warrants and all 2015 Warrants were cashless exercised on or before December 31, 2015.

From January 1, 2016 and through September 30, 2016, we sold 766,382 shares of our common stock under an at-the-market offering program ("ATM"), receiving total net proceeds of approximately $2.7 million.

Pursuant to a registration statement on Form S-1, originally filed on April 6, 2016, as amended (the "Registration Statement"), and declared effective by the U.S. Securities and Exchange Commission ("SEC") on May 26, 2016, and related prospectus (as supplemented), the Company registered, offered and sold to its participating stockholders of record as of the announced May 20, 2016 record date, one non-transferable subscription right for each share of common stock held by each stockholder as of the record date (the "Rights Offering"). Each right entitled the holder thereof to purchase one unit at the subscription price of $2.55 per unit, composed of one share of common stock and 0.5 of a warrant, with each whole warrant exercisable to purchase one share of common stock at an exercise price of $3.06 per share for 30 months from the date of issuance. Pursuant to the Rights Offering, which closed on June 15, 2016, the Company sold an aggregate of 6,704,852 units, resulting in total net proceeds to the Company of $15.3 million, respectively. The warrants issued pursuant to the Rights Offering are currently listed on NASDAQ under the symbol "CTYXW." Based on the relevant authoritative accounting guidance, the warrants were equity classified at the issuance date. The warrants may be redeemed by the Company at $0.01 per warrant prior to their expiration if the Company's common stock closes above $7.65 per share for 10 consecutive trading days.

Item 2. Management's Discussion and Analysis o f Financial Condition and Results of Operations

Our Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) includes the following sections:

- Overview that discusses our operating results and some of the trends that affect our business.
- Results of Operations that includes a more detailed discussion of our revenue and expenses.
- Liquidity and Capital Resources which discusses key aspects of our statements of cash flows, changes in our financial position and our financial commitments.
- Significant changes since our most recent Annual Report on Form 10-K in the Critical Accounting Policies and Significant Estimates that we believe are important to understanding the assumptions and judgments underlying our financial statements.

You should read this MD&A in conjunction with the financial statements and related notes in Item 1 and our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report contains certain statements that may be deemed "forward-looking statements" within the meaning of U.S. securities laws. All statements, other than statements of historical fact, that address activities, events or developments that we intend, expect, project, believe or anticipate and similar expressions or future conditional verbs such as will, should, would, could or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe to be appropriate.

These statements include, without limitation, statements about our anticipated expenditures, including research and development, sales and marketing, and general and administrative expenses; the potential size of the market for our products; future development and/or expansion of our products and therapies in our markets, our ability to generate product or development revenues and the sources of such revenues; our ability to effectively manage our gross profit margins; our ability to obtain and maintain regulatory approvals; expectations as to our future performance; portions of the "Liquidity and Capital Resources" section of this report, including our potential need for additional financing and the availability thereof; our ability to continue as a going concern; our ability to remain listed on the Nasdaq Stock Market; our ability to repay or refinance some or all of our outstanding indebtedness and our ability to raise capital in the future; and the potential enhancement of our cash position through development, marketing, and licensing arrangements. Our actual results will likely differ, perhaps materially, from those anticipated in these forward-looking statements as a result of various factors, including: the early stage of our product candidates and therapies, the results of our research and development activities, including uncertainties relating to the clinical trials of our product candidates and therapies; our need and ability to raise additional cash, the outcome of our partnering/licensing efforts, risks associated with laws or regulatory requirements applicable to us, market conditions, product performance, potential litigation, and competition within the regenerative medicine field, to name a few. The forward-looking statements included in this report are subject to a number of additional material risks and uncertainties, including but not limited to the risks described under the "Risk Factors" in Item 1A of Part I below, which we encourage you to read carefully.

We encourage you to read the risks described under "Risk Factors" carefully. We caution you not to place undue reliance on the forward-looking statements contained in this report. These statements, like all statements in this report, speak only as of the date of this report (unless an earlier date is indicated) and we undertake no obligation to update or revise the statements except as required by law. Such forward-looking statements are not guarantees of future performance and actual results will likely differ, perhaps materially, from those suggested by such forward-looking statements.

This Quarterly report on Form 10-Q refers to trademarks such as Cytori Cell Therapy, Celution and StemSource. Solely for convenience, our trademarks and tradenames referred to in this Form 10-Q may appear without the ® or ™ symbols, but such references are not intended to indicate in any way that we will not assert, to the fullest extent under applicable law, our rights to these trademarks and tradenames.

General

We develop cellular therapeutics uniquely formulated and optimized for specific diseases and medical conditions and related products. Lead therapeutics in our pipeline are currently targeted for impaired hand function in scleroderma, osteoarthritis of the knee, stress urinary incontinence, and deep thermal burns including those complicated by radiation exposure.

Our cellular therapeutics are collectively known by the trademarked name, Cytori Cell Therapy, and consist of a mixed population of specialized cells including stem cells that are involved in r esponse to injury, repair and healing. These cellular therapeutics are extracted from an adult patient's own adipose (fat) tissue using our fully automated Celution System, which includes a device, proprietary enzymes, and sterile consumable sets utilized at the point-of-therapeutic application or potentially at an off-site processing center. Cytori Cell Therapy can either be administered to the patient the same day or cryopreserved for future use.

Our primary near-term goal is for Cytori Cell Therapy to be the first cell therapy to market for the treatment of impaired hand function in scleroderma, through Cytori-sponsored and supported clinical development efforts. The STAR trial is a 48-week, randomized, double blind, placebo-controlled phase III pivotal clinical trial of 80 patients in the U.S. The trial evaluates the safety and efficacy of a single administration of Cytori Cell Therapy (ECCS-50) in scleroderma patients affecting the hands and fingers. The first sites for the scleroderma study were initiated in July 2015 and completed enrollment of 88 patients in June 2016. We anticipate that we will receive 48-week follow-up data on this phase III pivotal clinical trial in mid-2017.

With respect to the remainder of our clinical pipeline, we received Investigational Device Exemption, or IDE, approval from the U.S. Food and Drug Administration, or the FDA, in late 2014 for our phase II ACT-OA osteoarthritis study and in early 2015 we initiated this study, and enrollment was completed in June 2015. The 48-week analysis was performed as planned and the top-line data are described in the "Osteoarthritis" section below. In July 2015, a Company-supported male stress urinary incontinence, or SUI, trial in Japan for male prostatectomy patients (after prostate surgery) received approval to begin enrollment from the Japanese Ministry of Health, Labor and Welfare, or MHLW. Patient enrollment is ongoing. Partial funding of this study is granted by AMED (Japan Agency for Medical Research and Development). The goal of this investigator-initiated trial is to gain regulatory approval in Japan of Cytori Cell Therapy for this indication. We are also developing a treatment for thermal burns combined with radiation injury under a contract from the Biomedical Advanced Research Development Authority, or BARDA, a division of the U.S. Department of Health and Human Services. We are also exploring other development opportunities in a variety of other conditions.

In addition to our targeted therapeutic development, we have continued to commercialize our Cytori Cell Therapy technology under select medical device approvals, clearances and registrations to research and commercial customers in Europe, Japan and other regions. Many of these customers are research customers evaluating new therapeutic applications of Cytori Cell Therapy. The sale of systems, consumables and ancillary products contributes a margin that partially offsets our operating expenses and will continue to play a role in fostering familiarity within the medical community with our technology. These sales have also facilitated the discovery of new applications for Cytori Cell Therapy by customers conducting investigator-initiated and funded research.

Lead Indication: Scleroderma

Scleroderma is a rare and chronic autoimmune disorder associated with fibrosis of the skin, and destructive changes in blood vessels and multiple organ systems as the result of a generalized overproduction of collagen. Scleroderma affects approximately 50,000 patients in the U.S. (women are affected four times more frequently than men) and is typically detected between the ages of 30 and 50. More than 90 percent of scleroderma patients have hand involvement that is typically progressive and can result in chronic pain, blood flow changes and severe dysfunction. The limited availability of treatments for scleroderma may provide some benefit but do little to modify disease progression or substantially improve symptoms. Treatment options are directed at protecting the hands from injury and detrimental environmental conditions as well as the use of vasodilators. When the disease is advanced, immunosuppressive and other medications may be used but are often accompanied by significant side effects.

In January 2015, the FDA granted IDE approval for a pivotal clinical trial, named the "STAR" trial, to evaluate Cytori Cell Therapy as a potential treatment for impaired hand function in scleroderma. The STAR trial is a 48-week, randomized, double blind, placebo-controlled pivotal clinical trial of 88 patients in the U.S. The trial evaluates the safety and efficacy of a single administration of ECCS-50 in patients with scleroderma affecting the hands and fingers. The STAR trial uses the Cochin Hand Function Scale, or CHFS, a validated measure of hand function, as the primary endpoint measured at six months after a single administration of ECCS-50 or placebo. Patients in the placebo group will be eligible for crossover to the active arm of the trial after all patients have completed 48 weeks of follow up. In February 2015, the FDA approved our request to increase the number of investigational sites from 12 to up to 20. The increased number of sites served to broaden the geographic coverage of the trial and facilitate trial enrollment. The enrollment of this trial began in August 2015 and was completed at 88 patients in June 2016. We anticipate that we will receive 48-week follow-up data on this phase III pivotal clinical trial in mid-2017.

The STAR trial is predicated on a completed investigator-initiated pilot 12-patient, open-label phase I trial performed in France termed SCLERADEC I. The SCLERADEC I trial received partial support from Cytori. The six-month results were published in the Annals of the Rheumatic Diseases in May 2014 and demonstrated approximately a 50 percent improvement at six months across four important and validated endpoints used to assess the clinical status in patients with scleroderma with impaired hand function. Patients perceived their health status to be improved as shown by a 45.2% and 42.4% decrease of the Scleroderma Health Assessment Questionnaire, or SHAQ, at month 2 ($p=0.001$) and at month 6 ($p=0.001$), respectively. A 47% and 56% decrease of the CHFS at month 2 and month 6 in comparison to baseline was observed ($p<0.001$ for both). Grip strength increased at month 6 with a mean

improvement of +4.8±6.4 kg for the dominant hand (p=0.033) and +4.0±3.5 kg for the non-dominant hand (p=0.002). Similarly, an increase in pinch strength at month 6 was noted with a mean improvement of +1.0±1.1 kg for the dominant hand (p=0.009) and +0.8±1.2 kg for the non-dominant hand (p=0.050). Among subjects having at least one digital ulcer, or DU, at inclusion, total number of DU decreased, from 15 DUs at baseline, 10 at month 2 and 7 at month 6. The average reduction of the Raynaud's Condition Score from baseline was 53.7% at month 2 (p<0.001) and 67.5% at month 6 (p<0.001). Hand pain showed a significant decrease of 63.6% at month 2 (p=0.001) and 70% at month 6 (p<0.001). One year results were published in September 2015 in the journal Rheumatology. Relative to baseline, the CHFS and the SHAQ improved by 51.3% and 46.8% respectively (p<0.001 for both). The Raynaud's score improved by 63.2% from baseline (p<0.001). Other findings at one-year included a 30.5% improvemen t in grip strength (p=0.002) and a 34.5% improvement in hand pain (p=0.052). In February 2016, two-year follow up data in the SCLERADEC I trial was presented at the Systemic Sclerosis World Congress, which demonstrated sustained improvement in the followin g four key endpoints: Cochin Hand Function Score (CHFS), Scleroderma Health Assessment Questionnaire, Raynaud's Condition Score (which assesses severity of Raynaud's Phenomenon), and hand pain, as assessed by a standard visual analogue scale. The major fin dings at 24 months following a single administration of ECCS-50 were as follows:

- Hand dysfunction assessed by the CHFS, showed a 62% reduction in hand dysfunction at two years (p<0.001).
- Raynaud's Condition Score decreased by an average of 89% over baseline at two years (p<0.001).
- Hand pain, as measured by a 100 mm Visual Analogue Scale, and the Scleroderma Health Assessment Questionnaire (SHAQ) score at two years both showed improvement of 50% over baseline (p=0.01 and p<0.001 respectively).
- Improvement of 20% in grip strength and 330% in pinch strength at two years (p=0.05 and p=0.004 respectively).
- Continued reduction in the number of ulcers from 15 at baseline to 9 at one year and 6 at two years.

In 2014, Drs. Guy Magalon and Brigitte Granel, under the sponsorship of the Assistance Publique - Hôpitaux de Marseille, submitted a study for review for a follow-up phase III randomized, double-blind, placebo-controlled trial in France using Cytori Cell Therapy, to be supported by Cytori. The trial name is SCLERADEC II and was approved by the French government in April 2015. Enrollment of this trial commenced in October 2015 and is ongoing. Patients will be followed for a 6-month post-procedure.

In January 2016, we entered into an agreement with Idis Managed Access, part of Clinigen Group plc, or Idis, to establish a managed access program, or MAP, in select countries across Europe, the Middle East and Africa, or EMEA, for patients with impaired hand function due to scleroderma. We established this MAP, also known as an "early access" or "named patient" program, to make our ECCS-50 therapy available to patients in advance of obtaining regulatory clearance. We believe this MAP is justified and needed based on a number of factors, including scleroderma's status as a rare disease, the favorable risk-benefit profile reported by the 12-patient, open-label SCLERADEC I clinical study results, our two scleroderma phase III trials currently enrolling, and clear unmet scleroderma patient needs. We hope to offer our ECCS-50 therapy to patients who are unable to participate in our scleroderma clinical trials, generally due to a lack of geographic proximity to a site. Beyond the benefit of helping patients in need of new therapies for scleroderma, the MAP will increase awareness of and facilitate a positive experience with Cytori Cell Therapy among healthcare providers in advance of commercialization, will allow for tracking and collection of key program data and documentation which will provide valuable insight regarding the demand for and use of Cytori Cell Therapy, and will provide us with pricing insight for our ECCS-50 therapy.

In April 2016, the European Commission, acting on the positive recommendation from the European Medicines Agency Committee for Orphan Medicinal Products, issued orphan drug designation to a broad range of Cytori Cell Therapy formulations when used for the treatment of hand dysfunction and Raynaud's Phenomenon in patients with scleroderma under Community Register of Orphan Medicinal Products number EU/3/16/1643.

Osteoarthritis

Osteoarthritis is a disease of the entire joint involving the cartilage, joint lining, ligaments and underlying bone. The breakdown of tissue leads to pain, joint stiffness and reduced function. It is the most common form of arthritis and affects an estimated 13.9% of US adults over the age of 25, and 33.6% of U.S. adults over the age of 65. Current treatments include physical therapy, non-steroidal anti-inflammatory medications, viscosupplement injections, and total knee replacement. A substantial medical need exists as present medications have limited efficacy and joint replacement is a relatively definitive treatment for those with the most advanced disease.

In the later part of 2014, we received approval by the FDA to begin an exploratory U.S. IDE pilot (phase II) trial of Cytori Cell Therapy (ECCO-50) in patients with osteoarthritis of the knee. The trial, called ACT-OA, is a 94-patient, randomized, double-blind, placebo controlled study involving two doses of Cytori Cell Therapy, a low dose and a high dose, and was conducted over 48 weeks. The randomization is 1:1:1 between the control, low and high dose groups. Enrollment on this trial began in February 2015 and was completed in June 2015. The goal of this proof-of-concept trial is to help determine: (1) safety and feasibility of the ECCO-50 therapeutic for osteoarthritis, (2) provide dosing guidance and (3) explore key trial endpoints useful for a phase III trial.

Top-line analysis of the final 48-week data has recently been completed. The primary objective of this prospective, randomized, placebo controlled study was to evaluate the safety and feasibility of intraarticular injection of Celution prepared adipose-derived regenerative cells injected into knees of patients with chronic knee pain due to osteoarthritis. A total of 94 patients were randomized (33 placebo, 30 low dose ECC S-50, 31 high dose ECCS-50). In general, a clear difference between low and high dose ECCS-50 was not observed and therefore the data for both groups have been combined. Numerous endpoints were evaluated that can be summarized as follows:

- Intraarticular application of a single dose of ECCO-50 is feasible in an outpatient day-surgery setting; no serious adverse events were reported related to the fat harvest, cell injection or to the cell therapy.
- Consistent trends observed in most secondary endpoints at 12, 24 and 48 weeks in the target knee of the treated group relative to placebo control group; 12-week primary endpoint of single pain on walking question did not achieve statistical significance.
- Consistent trends observed in all 6 pre-specified MRI Osteoarthritis Knee Score (MOAKS) classification scores suggesting decrease in target knee joint pathologic features at 48 weeks for the treated group relative to placebo control group. The differences against placebo favored ADRCs specifically in the number of bone marrow lesions, the percentage of the bone marrow lesion that is not a cyst, the size of the bone marrow lesions as a percentage of the total sub-region volume, percentage of full thickness cartilage loss, cartilage loss as a percentage of cartilage surface area and the size of the largest osteophyte.

In summary, the ACT-OA phase II trial demonstrated feasibility of same day fat harvesting, cell processing and intraarticular administration of autologous ADRCs (ECCO-50) with a potential for a cell benefit effect. Additional analyses are ongoing. The accumulated data and experienced gained will be critical in considering designs of further clinical trials in osteoarthritis and other potential indications. As well, the multicenter nature of the trial in the United States provides relevant information as to optimizing commercialization.

Stress Urinary Incontinence

Another therapeutic target under evaluation by Cytori in combination with the University of Nagoya and the Japanese MHLW is stress urinary incontinence in men following surgical removal of the prostate gland, which is based on positive data reported in a peer reviewed journal resulting from the use of adipose-derived regenerative cells processed by our Celution System. The ADRESU trial is a 45 patient, open-label, multi-center, and single arm trial that was approved by Japan's MHLW in July 2015 and is being led by both Momokazu Gotoh, MD, Ph.D., Professor and Chairman of the Department of Urology and Tokunori Yamamoto, MD, Ph.D., Associate Professor Department of Urology at University of Nagoya Graduate School of Medicine. Partial funding of this study is granted by AMED (Japan Agency for Medical Research and Development). The goal of this investigator-initiated trial will be to apply for product approval for Cytori Cell Therapy technology for this indication. This clinical trial is primarily sponsored and funded by the Japanese government. Enrollment of this trial began in September 2015.

Cutaneous and Soft Tissue Thermal and Radiation Injuries

Cytori Cell Therapy is also being developed for the treatment of thermal burns combined with radiation injury. In the third quarter of 2012, we were awarded a contract valued at up to $106 million with BARDA to develop a medical countermeasure for thermal burns. The initial base period included $4.7 million over two years and covered preclinical research and continued development of Cytori's Celution System to improve cell processing.

In 2014, an in-process review meeting was held with BARDA at which Cytori confirmed completion of the objectives of the initial phase of the contract. In August 2014, BARDA exercised contract option 1 in the amount of approximately $12 million. In December 2014 and September 2016, the option 1 was supplemented with an additional $2 million and $2.5 million in funds, respectively. This funded continuation of research, regulatory, clinical and other activities required for submission of an Investigational Device Exemption, or IDE, request to the FDA for a pilot clinical trial using Cytori Cell Therapy (DCCT-10) for the treatment of thermal burns. We anticipate that we will receive IDE approval in the fourth quarter of 2016 to execute this pilot clinical trial. Upon receipt of IDE approval, we anticipate that BARDA will provide funding to cover costs associated with execution of the clinical trial and related activities, currently estimated at approximately $8.3 million.

Our contract with BARDA contains two additional options to fund a pivotal clinical trial and additional preclinical work in thermal burn complicated by radiation exposure. These options are valued at up to $45 million and $23 million, respectively.

The total award under the BARDA contract is intended to support all clinical, preclinical, regulatory and technology development activities needed to complete the FDA approval process for use of DCCT-10 in thermal burn injury under a device-based PMA regulatory pathway and to provide preclinical data in burn complicated by radiation exposure.

Other Clinical Indications

Heart failure due to ischemic heart disease does not represent a current clinical target for us at this time. Our ATHENA and ATHENA II trials related to that indication were truncated and we have minimized expenses related to initiatives in this area. While the safety data from these trial programs will be used for regulatory support for our other indications and also for publication in peer reviewed forums, we are not actively pursuing indications related to these trials. The 12 month results of the ATHENA Trials were presented by the investigators at the Society of Cardiac Angiography and Interventions Annual Scientific Meeting on May 5, 2016 and data was published in the Catheterization and Cardiovascular Interventions journal in June 2016.

Results of Operations

Product revenues

Product revenues consisted of revenues primarily from the sale of Cytori Cell Therapy-related products.

The following table summarizes the components for the three and nine months ended September 30, 2016 and 2015:

	For the three months ended September 30,		For the nine months ended September 30,	
	2016	2015	2016	2015
Product revenues - third party	$ 731,000	$ 766,000	$ 3,190,000	$ 3,281,000

We experienced a slight decrease of $35,000 in product revenue during the three months ended September 30, 2016 as compared to the same period in 2015, due to decreased revenue in Asia Pacific and the Americas of $0.2 million, offset by increased revenues in Japan of $0.1 million due to continued adoption of Cytori Cell Therapy primarily in the aesthetic and osteoarthritis business. We experienced a decrease of $0.1 million in product revenue during the nine months ended September 30, 2016 as compared to the same period in 2015, due to decreased revenues in Asia Pacific of $0.8 million, primarily due to the opening order from Lorem Vascular in the second quarter of 2015 and lack of ongoing orders in subsequent periods, decreased revenue in EMEA of $0.2 million offset by increased revenues in Japan of $0.8 million due to continued adoption of Cytori Cell Therapy, for the same reason mentioned above.

The future : We expect to continue to generate a majority of product revenues from the sale of Cytori Cell Therapy-related products to researchers, clinicians, and distributors in EMEA, Japan, Asia Pacific, and the Americas. In Japan and EMEA, researchers will use our technology in ongoing and new investigator-initiated and funded studies focused on, but not limited to, hand scleroderma, Crohn's disease, peripheral artery disease, erectile dysfunction, and diabetic foot ulcers. ECCS-50 therapy for hand scleroderma will be accessible to patients and physicians through a managed access program, or MAP, that we initiated in EMEA in 2016. In the America's, Cytori's partner, Kerastem, is utilizing the Cytori Cell Therapy technology as part of its FDA-approved STYLE trial for patients with alopecia, or hair loss. Overall, we expect 2016 product revenues to remain relatively consistent with 2015.

Cost of product revenues

Cost of product revenues relate primarily to Cytori Cell Therapy-related products and includes material, manufacturing labor, and overhead costs. The following table summarizes the components of our cost of revenues for the three and nine months ended September 30, 2016 and 2015:

	For the three months ended September 30,		For the nine months ended September 30,	
	2016	2015	2016	2015
Cost of product revenues	$ 608,000	$ 481,000	$ 1,735,000	$ 2,335,000
Share-based compensation	10,000	21,000	35,000	60,000
Total cost of product revenues	$ 618,000	$ 502,000	$ 1,770,000	$ 2,395,000
Total cost of product revenues as % of product revenues	84.5%	65.5%	55.5%	73.0%

Cost of product revenues as a percentage of product revenues was 84.5% and 55.5% for the three and nine months ended September 30, 2016 and 65.5% and 73.0% for the three and nine months ended September 30, 2015, respectively. Fluctuation in this percentage is due to the product mix, distributor and direct sales mix, geographic mix, foreign exchange rates and allocation of overhead.

The future: We expect to continue to see variation in our gross profit margin as the product mix, distributor and direct sales mix and geographic mix comprising revenues fluctuate. In addition, in 2016, as part of our EMEA managed access program we anticipate

the abi lity to command a premium price for ECCS-50 for the treatment of hand impairment due to scleroderma, a rare (or orphan) disease, which may increase our gross profit margin.

Development revenues

Under our government contract with BARDA, we recognized a total of $1.9 million and $5.2 million in revenues for the three and nine months ended September 30, 2016, respectively which included allowable fees as well as cost reimbursements. During the three and nine months ended September 30, 2016, we incurred $1.7 million and $4.8 million in qualified expenditures, respectively. We recognized a total of $1.7 million and $5.0 million in revenues for the three and nine months ended September 30, 2015, respectively which included allowable fees as well as cost reimbursements. During the three and nine months ended September 30, 2015, we incurred $1.6 million and $4.6 million in qualified expenditures, respectively. The increase in revenues for the three and nine months ended September 30, 2016 as compared to the same periods in 2015 is primarily due to slight increases in research and development activities related to BARDA.

The future : In August 2014, BARDA exercised Option 1 of our contract for us to perform research, regulatory, clinical and other tasks required for initiation of a pilot clinical trial of DCCT-10 in thermal burn injury. The contract was amended in December 2014 to reflect amendments to the Statement of Work, and reorganization of the contract options for a total fixed fee of up to $14.0 million. We expect the work associated with Option 1, as amended, to be completed by the end of 2016 and overall contract revenues to remain materially consistent with 2015.

Research and development expenses

Research and development expenses relate to the development of a technology platform that involves using adipose tissue as a source of autologous regenerative cells for therapeutic applications as well as the continued development efforts related to our clinical trials.

Research and development expenses include costs associated with the design, development, testing and enhancement of our products, payment of regulatory fees, laboratory supplies, pre-clinical studies and clinical studies.

The following table summarizes the components of our research and development expenses for the three and nine months ended September 30, 2016 and 2015:

	For the three months ended September 30,		For the nine months ended September 30,	
	2016	2015	2016	2015
General research and development	$ 3,858,000	$ 4,200,000	$ 12,971,000	$ 13,943,000
Share-based compensation	102,000	152,000	363,000	420,000
Total research and development expenses	$ 3,960,000	$ 4,352,000	$ 13,334,000	$ 14,363,000

The decrease in research and development expenses for the three months ended September 30, 2016 as compared to the same period in 2015 is due to a decrease of approximately $0.2 million due to headcount reduction, $0.1 million decreases in professional services and $0.1 million in clinical studies, respectively. The decrease in research and development expenses for the nine months ended September 30, 2016 as compared to the same period in 2015 is due to a decrease of approximately $1.0 million in clinical studies and related professional services as a result of a decrease in the number of the U.S. clinical trials enrolling from two trials in 2015 to one trial in 2016.

The future : We expect aggregate research and development expenditures to d ecrease in the remainder of 2016 as we completed the U.S. ACT-OA clinical trial in 2016, and completed enrollment in the U.S. STAR clinical trial in June 2016.

Sales and marketing expenses

Sales and marketing expenses include costs of sales and marketing personnel, events and tradeshows, customer and sales representative education and training, primary and secondary market research, and product and service promotion. The following table summarizes the components of our sales and marketing expenses for the three and nine months ended September 30, 2016 and 2015:

	For the three months ended September 30,		For the nine months ended September 30,	
	2016	2015	2016	2015
Sales and marketing	$ 779,000	$ 539,000	$ 2,611,000	$ 1,976,000
Share-based compensation	39,000	27,000	131,000	83,000
Total sales and marketing expenses	$ 818,000	$ 566,000	$ 2,742,000	$ 2,059,000

Sales and marketing expenses excluding share-based compensation increased by approximately $0.2 million and $0.6 million during the three and nine months ended September 30, 2016, respectively, as compared to the same periods in 2015 due to increases in salary and related benefits expense and professional services mostly related to investments in the EMEA managed access program, commercial planning activities for scleroderma in the U.S. and our operations in Japan.

The future: We expect sales and marketing expenditures to stabilize or slightly increase during the remainder of 2016, associated with investments in our EMEA managed access program and commercial planning activities for hand scleroderma, knee osteoarthritis and stress urinary incontinence.

General and administrative expenses

General and administrative expenses include costs for administrative personnel, legal and other professional expenses, and general corporate expenses. The following table summarizes the general and administrative expenses for the three and nine months ended September 30, 2016 and 2015:

	For the three months ended September 30,		For the nine months ended September 30,	
	2016	2015	2016	2015
General and administrative	$ 1,883,000	$ 2,098,000	$ 6,230,000	$ 6,608,000
Share-based compensation	128,000	272,000	395,000	1,054,000
Total general and administrative expenses	$ 2,011,000	$ 2,370,000	$ 6,625,000	$ 7,662,000

General and administrative expenses excluding share-based compensation decreased by $0.3 million and $0.4 million during the three and nine months ended September 30, 2016, respectively, as compared to the same periods in 2015 is primarily due to decreases in salary and related benefits expense and professional services consistent with our ongoing cost curtailment efforts.

The future: We expect general and administrative expenditures to remain at current levels or slightly increase in the remainder of 2016.

Share-based compensation expenses

Stock-based compensation expenses include charges related to options and restricted stock awards issued to employees, directors and non-employees along with charges related to the employee stock purchases under the Employee Stock Purchase Plan, or ESPP. We measure stock-based compensation expense based on the grant-date fair value of any awards granted to our employees. Such expense is recognized over the requisite service period.

The following table summarizes the components of our share-based compensation expenses for the three and nine months ended September 30, 2016 and 2015:

	For the three months ended September 30,		For the nine months ended September 30,	
	2016	2015	2016	2015
Cost of product revenues	$ 10,000	$ 21,000	$ 35,000	$ 60,000
Research and development-related	102,000	152,000	363,000	420,000
Sales and marketing-related	39,000	27,000	131,000	83,000
General and administrative-related	128,000	272,000	395,000	1,054,000
Total share-based compensation	$ 279,000	$ 472,000	$ 924,000	$ 1,617,000

The decrease in share-based compensation expenses for the three and nine months ended September 30, 2016 as compared to the same periods in 2015 is primarily related to a lower annual grant activities caused by reductions in headcount and due to the decline in the stock price during 2016 as compared to the same periods in 2015, and its corresponding impact into the share-based compensation.

The future : We expect to continue to grant options and stock awards (which will result in an expense) to our employees, directors, and, as appropriate, to non-employee service providers. In addition, previously-granted options will continue to vest in accordance with their original terms. As of September 30, 2016, the total compensation cost related to non-vested stock options and stock awards not yet recognized for all our plans is approximately $1.5 million which is expected to be recognized as a result of vesting under service conditions over a weighted average period of 1.63 years.

Change in fair value of warrant liability

The following is a table summarizing the change in fair value of our warrant liability for the three and nine months ended September 30, 2016 and 2015:

	For the three months ended September 30,		For the nine months ended September 30,	
	2016	2015	2016	2015
Change in fair value of warrant liability	$ —	$ (7,310,000)	$ —	$ (4,988,000)

The change in fair value of our warrant liability for the three and nine months ended September 30, 2016 as compared to the same period in 2015 is due to the fact that all warrants with price reset features accounted for as liabilities were cashless exercised on or before December, 31, 2015.

The future: We do not expect any further changes in fair value of warrant liability, as all of our outstanding warrants with exercise price reset features were settled during December 2015.

Financing items

The following table summarizes interest income, interest expense, and other income and expense for the three and nine months ended September 30, 2016 and 2015:

	For the three months ended September 30,		For the nine months ended September 30,	
	2016	2015	2016	2015
Income (loss) on asset disposal	$ —	$ (3,000)	$ 2,000	$ 6,000
Loss on debt extinguishment	—	—	—	(260,000)
Interest income	4,000	3,000	8,000	6,000
Interest expense	(645,000)	(669,000)	(1,947,000)	(2,677,000)
Other income, net	54,000	199,000	928,000	152,000
Total	$ (587,000)	$ (470,000)	$ (1,009,000)	$ (2,773,000)

- In connection with the May 2015 Loan Agreement, a loss on debt extinguishment was recorded that relate to the payoff of the prior loan obligations.

- Interest expense decreased for the three and nine months ended September 30, 2016 as compared to the same periods in 2015, due to pay down and refinance of principal loan balance in May 2015.
- The changes in other income during the three and nine months ended September 30, 2016 as compared to the same periods in 2015 resulted primarily from changes in exchange rates related to transactions in foreign currency.

The future: We expect interest expense in 2016 to decrease as we refinanced and decreased the principal of our outstanding Loan and Security Agreement entered into with Oxford Finance, LLC in 2015.

Liquidity and Capital Resources

Short-term and long-term liquidity

The following is a summary of our key liquidity measures at September 30, 2016 and December 31, 2015:

	As of September 30, 2016	As of December 31, 2015
Cash and cash equivalents	$ 14,924,000	$ 14,338,000
Current assets	$ 21,041,000	$ 21,243,000
Current liabilities	10,904,000	8,437,000
Working capital	$ 10,137,000	$ 12,806,000

We incurred net losses of $5.4 million and $17.1 million for the three and nine months ended September 30, 2016, respectively and incurred net income of $1.5 million and a net loss of $16.0 million for the three and nine months ended September 30, 2015, respectively. We have an accumulated deficit of $374.1 million as of September 30, 2016. Additionally, we have used net cash of $15.4 million and $15.9 million to fund our operating activities for the nine months ended September 30, 2016 and 2015, respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern.

To date, these operating losses have been funded primarily from outside sources of invested capital including our recently completed Rights Offering, our at-the-market or ATM offering program, Loan and Security Agreement and gross profits. We have had, and we will likely continue to have, an ongoing need to raise additional cash from outside sources to fund our future clinical development programs and other operations.

On June 15, 2016, the Company closed a Rights Offering originally filed under Form S-1 registration statement in April 2016. Pursuant to the Rights Offering, the Company sold an aggregate of 6,704,852 units consisting of a total of 6,704,852 shares of common stock and 3,352,306 warrants, with each warrant exercisable for one share of common stock at an exercise price of $3.06 per share, resulting in total gross proceeds to Cytori of $17.1 million.

From January 1, 2016 and through September 30, 2016, we sold 766,382 shares of our common stock under our ATM offering program, receiving total net proceeds of approximately $2.7 million. Although sales of our common stock have taken place pursuant to our ATM offering program, there can be no assurance that we will be successful in consummating future sales based on prevailing market conditions or in the quantities or at the prices that we deem appropriate . In addition, under current Securities and Exchange Commission regulations, at any time during which the aggregate market value of our common stock held by non-affiliates, or public float, is less than $75.0 million, the amount we can raise through primary public offerings of securities in any twelve-month period using shelf registration statements, including sales under our ATM offering program, is limited to an aggregate of one-third of our public float. As of October 31 , 2016, our public float was 20.3 million shares, the value of which was $36.1 million based upon the closing price of our common stock of $1.78 on such date. The value of one-third of our public float calculated on the same basis was $12.0 million.

Pursuant to this securities transaction and related equity issuance, as well as anticipated gross profits and potential outside sources of capital, we believe we have sufficient cash to fund operations through at least Q2 2017. The Company continues to seek additional capital through product revenues, strategic transactions, including extension opportunities under the awarded BARDA contract, and from other financing alternatives.

Should we be unable to raise additional cash from outside sources, this will have an adverse impact on our operations.

The accompanying consolidated financial statements have been prepared assuming the Company will continue to operate as a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business, and do not

include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifica tions of liabilities that may result from uncertainty related to its ability to continue as a going concern.

As of September 30, 2016, there have been no material changes outside the ordinary course of our business to the contractual obligations we reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Cash (used in) provided by operating, investing, and financing activities for the nine months ended September 30, 2016 and 2015 is summarized as follows:

	For the Nine Months Ended September 30,	
	2016	2015
Net cash used in operating activities	$ (15,372,000)	$ (15,946,000)
Net cash used in investing activities	(110,000)	(557,000)
Net cash provided by financing activities	15,928,000	20,851,000
Effect of exchange rate changes on cash and cash equivalents	140,000	—
Net increase in cash and cash equivalents	$ 586,000	$ 4,348,000

Operating activities

Net cash used in operating activities for the nine months ended September 30, 2016 was $15.4 million. Overall, our operational cash use increased during the nine months ended September 30, 2016 as compared to the same period in 2015, due primarily to a decrease in losses from operations (when adjusted for non-cash items) of $2.6 million offset by $2.0 million in changes in working capital.

Investing activities

Net cash used in investing activities for the nine months ended September 30, 2016 resulted from cash outflows for payment for purchases of property and equipment of $0.1 million. The cash outflow was $0.4 million lower than the same period in 2015 due to expense reduction efforts implemented throughout 2016.

Financing Activities

The net cash provided by financing activities for the nine months ended September 30, 2016 related primarily to a sale of common stock through our Rights Offering and ATM offering program. The cash inflow from financing activities was approximately $4.9 million lower than the same period in 2015, primarily due to the fact that there was $14.0 million less in capital raised during the nine months ended September 30, 2016 as compared to the same period in 2015, an increase of $0.2 million in Joint Venture purchase payments to Olympus, and $9.2 million decrease in principal payment on long-term obligations and loan fees.

Critical Accounting Policies and Significant Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of our assets, liabilities, revenues and expenses, and that affect our recognition and disclosure of contingent assets and liabilities.

While our estimates are based on assumptions we consider reasonable at the time they were made, our actual results may differ from our estimates, perhaps significantly. If results differ materially from our estimates, we will make adjustments to our financial statements prospectively as we become aware of the necessity for an adjustment.

We believe it is important for you to understand our most critical accounting policies. Our critical accounting policies and estimates remain consistent with those reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

As of September 30, 2016, there have been no material changes in our market risks from those described in Item 7A “Quantitative and Qualitative Disclosures About Market Risk” in our Annual Report on Form 10-K for the year ended December 31, 2015.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or furnished pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1 . Legal Proceedings

From time to time, we have been involved in routine litigation incidental to the conduct of our business. As of September 30, 2016, we were not a party to any material legal proceeding.

Item 1A. Risk Factors

Our business is subject to various risks, including those described in Item 1A "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which we strongly encourage you to review with all other information contained or incorporated by reference in this report before you decide to invest in our common stock. In addition to those risk factors, we identified the following new risks or substantive changes from the risks described in our Annual Report on Form 10-K. If any of the risks described in our Annual Report on Form 10-K, our Quarterly Reports, or discussed below actually occurs, our business, financial condition, results of operations and our future growth prospects could be materially and adversely affected. Under these circumstances, the trading price of our common stock could decline, and you may lose all or part of your investment.

There is substantial doubt concerning our ability to continue as a going concern.

Our financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. We expect to incur further losses for the foreseeable future. These circumstances raise substantial doubt about our ability to continue as a going concern. As a result of this uncertainty and the substantial doubt about our ability to continue as a going concern as of December 31, 2015, the Report of Independent Registered Public Accounting Firm included immediately prior to the Consolidated Financial Statements included in our Annual Report on Form 10-K as filed March 11, 2016, includes a going concern explanatory paragraph. There was no change in this assessment as of September 30, 2016. Management plans to raise additional funds with the following activities: future financing events; increasing revenue by seeking new arrangements with commercial distribution partners and increasing revenues from existing customers; and by the reduction of expenditures. However, no assurance can be given at this time as to whether we will be able to achieve these objectives. Our financial statements do not include any adjustment relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should we be unable to continue as a going concern.

If you hold warrants issued pursuant to our recently completed rights offering, you may be limited in your ability to engage in certain hedging transactions that could provide you with financial benefits.

On June 15, 2016, we closed our rights offering to subscribe for units at a subscription price of $2.55 per unit, or the Rights Offering. Pursuant to the Rights Offering, we sold to our stockholders of record (as of May 20, 2016) an aggregate of 6,704,852 units

consisting of 6,704,852 shares of common stock and 3,352,306 warrants, or Warrants, with each Warrant exercisable for one share of common stock at an exercise price of $3.06 per share.

Holders of Warrants were required to represent to us that they will not enter into any short sale or similar transaction with respect to our common stock for so long as they continue to hold Warrants. These requirements prevent our Warrant holders from pursuing certain investment strategies that could provide them greater financial benefits than they might have realized had they not been required to make this representation.

Absence of a public trading market for the Warrants may limit the ability to resell the Warrants.

The Warrants are listed for trading on NASDAQ under the symbol "CYTXW," but there can be no assurance that a robust market will exist for the Warrants. Even if a market for the Warrants does develop, the price of the Warrants may fluctuate and liquidity may be limited. If the Warrants cease to be eligible for continued listing on NASDAQ, or if the market for the Warrants does not fully develop (or subsequently weakens), then purchasers of the Warrants may be unable to resell the Warrants or sell them only at an unfavorable price for an extended period of time, if at all. Future trading prices of the Warrants will depend on many factors, including:

- our operating performance and financial condition;
- our ability to continue the effectiveness of the registration statement covering the Warrants and the common stock issuable upon exercise of the Warrants;
- the interest of securities dealers in making and maintaining a market; and
- the market for similar securities.

The market price of our common stock may never exceed the exercise price of the Warrants issued in connection with the Rights Offering.

The Warrants issued pursuant to the Rights Offering became exercisable upon issuance and will expire 30 months from the date of issuance. The market price of our common stock may never exceed the exercise price of the Warrants prior to their date of expiration. Any Warrants not exercised by their date of expiration will expire worthless and we will be under no further obligation to the Warrant holder.

The Warrants contain features that may reduce Warrant holders' economic benefit from owning them.

The Warrants contain features that allow us to redeem the Warrants and that prohibit Warrant holders from engaging in certain investment strategies. We may redeem the Warrants for $0.01 per Warrant once the closing price of our common stock has equaled or exceeded $7.65 per share, subject to adjustment, for ten consecutive trading days, provided that we may not do so prior to the first anniversary of closing of the Rights Offering, and only upon not less than 30 days' prior written notice of redemption. If we give notice of redemption, Warrant holders will be forced to sell or exercise their Warrants or accept the redemption price. The notice of redemption could come at a time when it is not advisable or possible for Warrant holders to exercise the Warrants. As a result, Warrant holders may be unable to benefit from owning the Warrants being redeemed. In addition, for so long as Warrant holders continue to hold Warrants, they will not be permitted to enter into any short sale or similar transaction with respect to our common stock. This could prevent Warrant holders from pursuing investment strategies that could provide them greater financial benefits from owning the Warrants

Since the Warrants are executory contracts, they may have no value in a bankruptcy or reorganization proceeding.

In the event a bankruptcy or reorganization proceeding is commenced by or against us, a bankruptcy court may hold that any unexercised Warrants are executory contracts that are subject to rejection by us with the approval of the bankruptcy court. As a result, holders of the Warrants may, even if we have sufficient funds, not be entitled to receive any consideration for their Warrants or may receive an amount less than they would be entitled to if they had exercised their Warrants prior to the commencement of any such bankruptcy or reorganization proceeding.

If we are unable to retain key personnel, we may not be able to sustain or grow our business.

Our ability to operate successfully and manage our potential future growth depends significantly upon our ability to attract, retain, and motivate highly skilled and qualified research, technical, clinical, regulatory, sales, marketing, managerial and financial personnel. We compete for talent with numerous companies, as well as universities and non-profit research organizations. Our future success also depends on the personal efforts and abilities of the principal members of our senior management and scientific staff to

provide strategic direction, manage our operations, and maintain a cohesive and stable environment. We have not entered into any employment agreements with our executive officers or k ey personnel, nor do we maintain key man life insurance on the lives of any of the members of our senior management. Although we have a stock option plan pursuant to which we provide our executive officers with various economic incentives to remain employe d with us, these incentives may not be sufficient to retain them. The loss of key personnel for any reason or our inability to hire, retain, and motivate additional qualified personnel in the future could prevent us from sustaining or growing our business.

The results of the United Kingdom's referendum on withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and our business.

In June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendum. The referendum was advisory, and the terms of any withdrawal are subject to a negotiation period that could last at least two years after the government of the United Kingdom formally initiates a withdrawal process. Nevertheless, the referendum has created significant uncertainty about the future relationship between the United Kingdom and the European Union, including with respect to the laws and regulations that will apply as the United Kingdom determines which European Union laws to replace or replicate in the event of a withdrawal. The referendum has also given rise to calls for the governments of other European Union member states to consider withdrawal. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have a material adverse effect on our business, financial condition and results of operations and reduce the price of our securities.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

Refer to the Exhibit Index immediately following the signature page, which is incorporated herein by reference.

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 thereunto duly authorized.

CYTORI THERAPEUTICS, INC.

Dated: November 9, 2016

By: /s/ Marc H. Hedrick
Marc H. Hedrick
President & Chief Executive Officer

Dated: November 9, 2016

By: /s/ Tiago Girao
Tiago Girao
VP of Finance and Chief Financial Officer

Exhibits Index

Exhibit No.	Description
3.1	Composite Certificate of Incorporation (incorporated by reference to our Annual Report on Form 10-K filed with the Commission on March 16, 2015)
3.2	Amended and Restated Bylaws of Cytori Therapeutics, Inc. (incorporated by reference to our Quarterly Report on Form 10-Q filed with the Commission on August 14, 2003)
3.3	Amendment to Amended and Restated Bylaws of Cytori Therapeutics, Inc. (incorporated by reference to our Current Report on Form 8-K filed with the Commission on May 6, 2014)
3.4	Certificate of Designation of Preferences, Rights and Limitations of Series A 3.6% Convertible Preferred Stock (incorporated by reference to our Current Report on Form 8-K filed with the Commission on October 8, 2014)
3.5	Certificate of Amendment to Amended and Restated Certificate of Incorporation, as amended (incorporated by reference to our Current Report on Form 8-K filed with the Commission on May 10, 2016)
4.1	Form of Non-Transferable Subscription Rights Certificate (incorporated by reference to our Registration Statement on Form S-1/A, filed with the Commission on May 10, 2016)
4.2	Form of Series R Warrant underlying the Units (incorporated by reference to our Registration Statement on Form S-1/A, filed with the Commission on May 10, 2016)
4.3	Form of Warrant Agreement by and between Cytori Therapeutics, Inc. and Broadridge Corporate Issuer Solutions, Inc. (incorporated by reference to our Registration Statement on Form S-1/A, filed with the Commission on May 10, 2016)
10.1	Amendment of Solicitation/Amendment of Contract, effective September 9, 2016, by and between ASPR-BARDA and Cytori Therapeutics, Inc. (filed herewith).
31.1	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1*	Certifications Pursuant to 18 U.S.C. Section 1350/ Securities Exchange Act Rule 13a-14(b), as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 (filed herewith).
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

* These certifications are being furnished solely to accompany this report pursuant to 18 U.S.C. 1350 and are not being filed for purposes of Section 18 of the Securities and Exchange Act of 1934 and are not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Exhibit 10.1

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT	1. CONTRACT ID CODE	PAGE OF PAGES 1 6

2. AMENDMENT/MODIFICATION NO. 0005	3. EFFECTIVE DATE 09/09/2016	4. REQUISITION/PURCHASE REQ. NO. OS182830	5. PROJECT NO. *(If applicable)*

6. ISSUED BY CODE ASPR-BARDA

ASPR-BARDA
200 Independence Ave., S.W.
Room 640-G
Washington DC 20201

7. ADMINISTERED BY *(if other than Item 6)* CODE ASPR–BARDA01

ASPR-BARDA
3 30 Independence Ave, SW, Rm G644
Washington DC 20201

8. NAME AND ADDRESS OF CONTRACTOR *(No, street, county. State and ZIP Code)*

CYTORI THERAPEUTICS, INC 1386447
CYTORI THERAPEUTICS, INC. 3020
3020 CALLAN RD
SAN DIEGO CA 921211109

CODE 1386447 FACILITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

X 10A. MODIFICATION OF CONTRACT/ORDER NO. HHS0100201200008C

10B. DATED *(SEE ITEM 13)* 09/28/2012

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended. ☐ is not extended, Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA *(If required)* Net Increase: $2,499,162.00
See Schedule

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14 .

CHECK ONE	
	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: *(Specify authority)* THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO IN ITEM 10A
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES *(such as changes in paying office, appropriation date, etc.)* SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.243-2 Alternate 1 (APR 1987) Changes - cost-reimbursement and Mutual agreement of the parties
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT: Contractor ☐ is not. ☒ Is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible)

Tax ID Number: 33-0827593
DUNS Number: 111029179
Proof of Concept for Use of the Celution System as a Medical Countermeasure for Thermal Burn

A. The purpose of this modification is to revise the SOW to design, execute, and complete robust testing, verification, and validation of the System and Process used for intravenous ADRC delivery.

B. This is a bilateral, supplemental agreement modification. The total contract amount is increased by $2,499,162.00 and all other terms and conditions remain unchanged.

Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER *(Type or print)*		16A. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)*	
Jeremy Hayden, General Counsel		FRANCINE L. HEMPHILL	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
/s/ Jeremy Hayden	9/14/16	/s/ FRANCINE L. HEMPHILL	9/15/2016
(Signature of person authorized to sign)		*(Signature of Contracting Officer)*	

NAME OF OFFEROR OR CONTRACTOR
CYTORI THERAPEUTICS, INC 1386447

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Delivery: 08/14/2014 Delivery Location Code: HHS/OS/ASPR HHS/OS/ASPR 200 C St SW WASHINGTON DC 20201 US FOB: Destination Period of Performance: 09/28/2012 to 04/15/2017 Change Item 2 to read as follows (amount shown is the obligated amount): ASPR-14-07850 -- Option 1 fund to Cytori				
2	Therapeutics Inc HHS010020120008C Obligated Amount: $2,499,162.00 Accounting Info: 2014.1992003.25106 Appr. Yr.: 2014 CAN: 1992003 Object Class: 25106 Funded: $0.00 Accounting Info: 2016.1992016.25103 Appr. Yr.: 2016 CAN: 1992016 Object Class: 25103 Funded: $2,499,162.00				2,499,162.00

SUMMARY OF CHANGES

Beginning with the effective date of this modification, the below portions of contract HHS0100201200008C between the Government and Contractor are modified as follows:

1. ARTICLE B.2., ESTIMATED COST AND FIXED FEE, is hereby deleted in its entirely and replaced with the following

   a. The total estimated cost of the *Option 1 (CLIN 0002) performance segment* is $15,422,712.

   b. The total fixed fee for the *Option 1 (CLIN 0002) performance segment* is $1,156,703. The fixed fee shall be paid subject to Allowable Cost and Payment and Fixed Fee Clauses.

   c. The total amount of the *Option 1 (CLIN 0002) performance segment* , represented by the sum of the total estimated cost plus fixed fee, is $16,579,415.

   d. It is estimated that the amount currently allotted will cover the *Option 1 (CLIN 0002) performance segment* through April15, 2017.

   e. The Contractor shall maintain records of all contract costs and such records shall be subject to the Audit and Records-Negotiation and Final Decisions on Audit Findings clauses of the General Clauses.

CLIN/ Option	Estimated Period of Performance	Supplies/Services	Total Estimated Cost	Fixed Fee	Total Estimated Cost Plus Fixed Fee
0001	Sept 28, 2012 to Sept 27, 2014	Studies needed to demonstrate proof-of-concept for use of the Celution System as a medical countermeasure for combined injury involving thermal burn and radiation exposure.	$4,356,912	$326,768	$4,638,680
0002/1	Aug 18, 2014 to Apr 15, 2017	Research and development, regulatory, clinical, and other tasks required for initiation of a Pilot Clinical Trial of Celution System in thermal burn injury.	$15,422,712	$1,156,703	$16,579,415

2. The following section shall be added after SECTION C: DESCRIOTION/SPECIFICATIONS/STATEMENT OF WORK, ARTICLE C.1., STATEMENT OF WORK ADDENDUM 1:

Statement of Work Addendum 1

Preface
Independently and not as an agent of the Government, the Contractor shall be required to furnish all the necessary services, qualified personnel, material, equipment, and facilities, not otherwise provided by the Government, as needed to perform the Statement of Work submitted in response to Broad Agency Announcement (BAA) BARDA CBRN BAA 11-100-SOL-00009.

Specific Objectives and Scope
As proposed herein, the Contractor intends to design, execute, and complete robust testing, verification, and validation of the System and Process used for intravenous ADRC delivery as needed for the IDE Submission. In particular, because of the different risk profile of intravenous delivery the process by which the cell therapy product is prepared for intravenous delivery is different than that used for topical delivery. Cytori has previously developed a general system for intravenous delivery and has applied this process in clinical trials in the USA and Europe. The majority of the work proposed for this supplement is directed at completing final testing and documentation for porting that approach from the older Celution 800 System to the new system of the device intended for use in the clinical trial to be executed under the proposed IDE. The objective is to complete the activities and documentation thereof needed in preparation for this clinical trial

WBS 2.1 Project Management

Objective: Execution of activities throughout this project will require that meetings, site visits, InProcess Reviews, subcontractor management plan, risk management plan, EVMS, and related activities are properly coordinated and that the outcome of said activities be communicated to BARDA and other stakeholders in an efficient, timely manner. The purpose of these project-wide activities is to facilitate this coordination and communication.

Description: Examples of activities performed to facilitate meetings, site visits, In-Process Review and similar activities include: scheduling meetings, timely distribution of an agenda in advance of the meeting, and timely distribution of meeting minutes, action items, and other deliverables after the meeting, maintain subcontractor and risk management activities and documentation, and EVMS reporting requirements

Deliverable:

1. Ensure proper coordination of all meetings, site visits, In-Process Reviews, subcontractor management plan, risk management plan EVMS reports, invoicing, and other documentation
2. Disposition of meeting minutes and action items and all deliverables under this Statement of Work to BARDA
3. Preparation of materials and support for an IPR meeting prior to execution of Option 2.

Success Criterion: CO and PO deem meeting communications are managed satisfactorily

WBS 2.2 Non-Clinical Toxicology

Not Applicable

WBS 2.4 Clinical

2.4.1.1 Pilot Clinical Trial Preparation

Objective: The current option funded work required for initiation of a Pilot Clinical Trial involving delivery of ADRCs using topical spray. While the majority of the work performed for topical delivery is applicable to intravenous delivery there are, inevitably, some non-overlapping tasks pertaining to study design modifications, preparing clinical trial sites, and so forth associated uniquely with the intravenous route of delivery.

Description: Activities to be conducted include: finalization of the clinical trial protocol in accordance with comments received from the FDA; assessment and selection of Clinical Contract Research Organization (CRO); and assessment, selection, and pre-qualification of clinical trial sites including a preliminary assessment of contractual matters to ensure that the budget for the modified clinical trial is accurate. These activities will be executed with input from Cytori's Thermal Burn Scientific Advisory Board.

Deliverables:

1. Clinical Site Preparation Report
2. CRO Assessment Report
3. Execution of Usability Validation Protocol

Success Criterion: CO and PO deem meeting communications are managed satisfactorily

WBS 2.5 Regulatory

Objective: The FDA must grant approval before clinical use of an Investigational Device can be initiated. In the case of the Celution System in Thermal Burn Injury this will require approval under the Investigational Device Exemption mechanism. Since the intravenous route of administration involves systemic delivery (as contrasted with the topical route of delivery which is local only) the package to be prepared in response to FDA questions and comments will be different from that anticipated under the current contract.

Description: Cytori ' s regulatory team will prepare and submit a package of documents that is specifically for intravenous delivery of ADRCs. Contents will be based upon the clinical trial protocol, data obtained in studies described above, and feedback received from the Agency in response to the IDE package.

Deliverable:

1. IDE Package Responses (as required) to FDA Questions
2. Updated Biocompatibility Report based on Revised Standards
3. Release Design Control Documentation

Success Criteria: IDE Approval for Intravenous Delivery Trial Granted by FDA

WBS 2.6 CMC

2.6.2 Celution System Verification and Validation

Objective: To obtain data and reports that will complete the documentation for all development activities needed for the proposed clinical trial.

Rationale: Robust testing, verification, and validation of the system and process used for ADRC preparation for intravenous delivery is a necessary component for clinical trial readiness. While much of this work will be completed within the current contract due to overlap in testing required for intravenous system and the topical delivery system, use of an intravenous route of delivery necessitates supplemental activities associated with, for example, the software and reagents that are specific to processing ADRCs for intravenous delivery. For example, the lntravase ® reagent is used only for intravenous processing, not for topical spray. There are also differences in the timing of an approach wherein the cells are delivered to the patient after the completion of their burn surgery (as now planned) rather than within the context of the surgery (as previously proposed for the topical spray approach).

Description: Continuation of Verification and Validation Testing required in support of clinical execution, but not required for IDE submission. Examples of this type of activity include: equipment reliability testing, fully integrated ship testing, additional testing of time points associated with accelerated and real-time aging for consumables set, and packaging. lntravase stability testing in support of enzyme shelf life. Testing of the intravenous processing device to meet the full complement of safety testing in support of 60601compliance. In addition, for certain prolonged burn surgeries it may be necessary to delay the start of tissue processing so that the cell therapy product is prepared 'just-in-time' rather than have it sit for an extended period while the surgery is completed and back in the care unit where the cells will be delivered. This is different from the previously planned approach in which tissue was to be processed as soon as possible. For this reason, it will be necessary to execute additional process validations such as that needed for use of tissue that has been set aside prior to processing to derive ADRCs.

Deliverable:

1. Intravenous system reliability report
2. Ship testing report
3. lntravase ® shelf life report
4. Adipose tissue storage report
5. Phase III DHF Phase Closeout
6. Usability (Formative Evaluation) and Design Validation reports
7. Reliability / HALT Testing Interim Report

Success Criteria: All reports achieve acceptance criteria specified therein

EXHIBIT 31.1

Certification of Principal Executive Officer Pursuant to
Securities Exchange Act Rule 13a-14(a),
as Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Marc H. Hedrick, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cytori Therapeutics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2016
/s/ Marc H. Hedrick
Marc H. Hedrick,
President & Chief Executive Officer

EXHIBIT 31.2

Certification of Principal Financial Officer Pursuant to
Securities Exchange Act Rule 13a-14(a),
as Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Tiago Girao, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cytori Therapeutics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2016
/s/ Tiago Girao
Tiago Girao
VP of Finance and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350/ SECURITIES EXCHANGE ACT RULE 13a-14(b), AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Cytori Therapeutics, Inc. for the quarterly period ended September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof, Marc H. Hedrick, as President & Chief Executive Officer of Cytori Therapeutics, Inc., and Tiago Girao, as VP of Finance and Chief Financial Officer of Cytori Therapeutics, Inc., each hereby certifies, respectively, that:

1. The Form 10-Q report of Cytori Therapeutics, Inc. that this certification accompanies fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934.

2. The information contained in the Form 10-Q report of Cytori Therapeutics, Inc. that this certification accompanies fairly presents, in all material respects, the financial condition and results of operations of Cytori Therapeutics, Inc.

By: /s/ Marc H. Hedrick
Marc H. Hedrick
President & Chief Executive Officer

Dated: November 9, 2016

By: /s/ Tiago Girao
Tiago Girao
VP of Finance and Chief Financial Officer

Dated: November 9, 2016