
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 17, 2015

CYTORI THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34375
(Commission
File Number)

33-0827593
(IRS Employer
Identification No.)

**3020 Callan Road
San Diego, California**
(Address of principal executive offices)

92121
(Zip Code)

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

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On December 17, 2015, Cytori Therapeutics, Inc., a Delaware corporation (the “Company”), and the holders of warrants dated October 13, 2014, issued pursuant to a Securities Purchase Agreement dated October 8, 2014 (the “2014 Warrants”) (to purchase a total of 17,467,310 shares of the Company’s common stock, \$0.001 par value per share (the “Common Stock”)), agreed to amend the 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 warrants dated May 8, 2015 and August 27, 2015, issued pursuant to a Securities Purchase Agreement dated May 5, 2015 (the “2015 Warrants”) and, together with the 2014 Warrants, the “Warrants”) (to purchase a total of 32,640,003 shares of Common Stock), 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 provide 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 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 as of the time of such issuance.

Also on December 17, 2015, the Company entered into Amendment One to the Securities Purchase Agreement between the Company and certain institutional investors dated May 5, 2015 (the “SPA Amendment”). The SPA Amendment provides that, among other things, the Company will not to conduct any offering of its equity securities, including through its “at-the-market offering” program, until February 5, 2016, subject to certain limited exceptions.

The foregoing descriptions of the Amendment to Series A-1 Warrant to Purchase Common Stock, Amendment to Series A-2 Warrant to Purchase Common Stock, Amendment to Common Stock Purchase Warrant and the SPA Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of each document, which will be filed as exhibits to the Company’s Annual Report on Form 10-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 18, 2015, titled “Cytori Amends Corporate Warrant Agreements Simplifying Capital Structure”

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

December 18, 2015

CYTORI THERAPEUTICS, INC.

By: /s/ Tiago Girao

Name: Tiago Girao

Title: VP Finance and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 18, 2015, titled "Cytori Amends Corporate Warrant Agreements Simplifying Capital Structure"

Cytori Amends Corporate Warrant Agreements Simplifying Capital Structure and Updates on 2015 Operating Cash Burn Guidance

Cytori Therapeutics, Inc. (CYTX) (the “Company”) today announced that it has entered into definitive agreements with certain holders (the “Consenting Holders”) of approximately 100% of its outstanding Series A-1 and A-2 warrants issued in May and August of 2015 as well as warrants issued in October 2014. The agreements are intended to improve the financial flexibility of the Company, reduce the fully diluted share count, remove potentially dilutive effects of certain warrant provisions that provided for resets in warrant exercise price in potential future transactions, and provide greater freedom for the Company to use its ATM or “at-the-market offering” program. If all warrant holders elect to engage in these cashless exercises, the Company will issue an aggregate of approximately 36.5 million common shares pursuant to such exercises.

Dr. Marc H. Hedrick, President and Chief Executive Officer of the Company said, “We believe that these warrant exercises are mutually beneficial to both our stockholders and Cytori. In terms of our financials, these exercises simplify our balance sheet and our equity structure. Operationally, we believe these agreements and subsequent warrant exercises will improve our attractiveness to potential commercial partners as we near milestones in our US osteoarthritis and US and European scleroderma programs. On a related note, based on continued success of our expense reduction initiative, we can at this time, update our 2015 operating cash burn guidance for the full year down to \$22 million, \$3 million less than our initial guidance of \$25 million disclosed in the beginning of 2015.”

Maxim Group LLC advised the Company in its negotiations with the holders of the warrants.

Under the terms of the agreements, the Consenting Holders will receive approximately 0.73 common shares for each cashless exercise of a warrant on a blended average basis, with specific conversion factors dependent on the class of warrant held.

As of September 30, 2015, approximately 50.1 million warrants with anti-dilution price protection were outstanding. As a result of these anticipated warrant exercises, the Company expects that, as of the close business on December 31, 2015, there will be approximately 195 million common shares issued and outstanding and no warrants with anti-dilution price protection.

About Cytori

Cytori Therapeutics is a late stage cell therapy company developing autologous cell therapies from adipose tissue to treat a variety of medical conditions. Data from preclinical studies and clinical trials suggest that Cytori Cell Therapy™ acts principally by improving blood flow, modulating the immune system, and facilitating wound repair. As a result, Cytori Cell Therapy™ may provide benefits across multiple disease states and can be made available to the physician and patient at the point-of-care through Cytori’s proprietary technologies and products. For more information: visit www.cytori.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release includes forward-looking statements that involve known and unknown risks and uncertainties. All statements, other than historical facts are forward looking statements. Such statements are subject to risks and uncertainties that could cause our actual results and financial position to differ

materially. Some of these risks include Cytori's ability to execute upon its business plan, the market reaction to the Warrant Amendments, the ability of the Company to raise additional capital on acceptable terms, and other risks and uncertainties described under the "Risk Factors" in Cytori's Securities and Exchange Commission Filings, included in our annual and quarterly reports.

There may be events in the future that we are unable to predict, or over which we have no control, and our business, financial condition, results of operations and prospects may change in the future. We assume no responsibility to update or revise any forward-looking statements to reflect events, trends or circumstances after the date they are made unless we have an obligation under U.S. Federal securities laws to do so.