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): **July 30, 2013**

CYTORI THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-34375**	**33-0827593**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

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

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

n/a
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into a Material Definitive Agreement.

On July 30, 2013, Cytori Therapeutics, Inc. (the "Company") entered into a Sale and Exclusive License/Supply Agreement (the "Sale Agreement") with Bimini Technologies LLC ("Bimini"), pursuant to which the Company sold to Bimini substantially all of the assets (other than certain retained rights and licenses) of the Company's Puregraft® product line (the "Sale"), a series of standalone fat transplantation products that were developed to improve the predictability of outcomes for autologous fat grafting and aesthetic body contouring (the "Puregraft Products"). The aggregate value of the consideration paid by Bimini to the Company at the closing of the Sale was $5.0 million. In addition, Bimini is obligated to make certain milestone payments to the Company (in an aggregate amount of up to $10.0 million), contingent upon the achievement of certain milestones relating to Bimini's gross profits from sales of the Puregraft Products.

Pursuant to the Sale Agreement, the Company has agreed to obtain CE Mark approval and commercial release for its Puregraft 50 product and to prepare and submit a 510(k) application with the U.S. Food and Drug Administration seeking clearance of the Puregraft 50 product, and the Company has agreed to complete the transfer of the Puregraft Products manufacturing to a third party.

In connection with the Sale, Bimini granted to the Company an exclusive, perpetual, royalty bearing license to market and sell the Puregraft Products for use in combination with adipose derived regenerative cells, and non-exclusive rights for use in connection with the Company's licensed cell and tissue banks. The Company will supply Puregraft Products to Bimini on an interim basis until the Company transfers the manufacturing of the Puregraft Products to Bimini. After the transfer, Bimini will supply the Puregraft Products to the Company.

Pursuant to the Sale Agreement, the Company has also granted to Bimini the global, exclusive, perpetual, irrevocable royalty bearing license to purchase from Cytori, use and sell the Celution® System products for Alopecia (hair loss). Cytori will supply Celution devices and consumable sets to Bimini, and Bimini will be responsible for all costs associated with commercial development in the Alopecia market. Bimini has also been granted an exclusive option through the end of 2013 to license Celution products for the global aesthetics market.

The Sale Agreement will continue in perpetuity unless terminated earlier by the parties in accordance with its terms, including upon a material breach of the Sale Agreement by either party (which has not been cured). Subject to certain limitations, each party has also agreed to indemnify the other for certain specified matters.

The foregoing description of the Sale Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Sale Agreement, which the Company will file as an exhibit to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2013.

The Company estimates that Puregraft assets represented approximately 3% of Cytori's consolidated total assets as of March 31, 2013. Additionally, the Company estimates that Puregraft operating results (operating loss) represented approximately 4% and 7% of Cytori's consolidated operating loss for the year ended December 31, 2012 and for the quarter ended March 31, 2013, respectively.

The Company issued a press release on July 31, 2013 announcing the Sale Agreement, a copy of which is attached to this Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information set forth in Item 1.01 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated July 31, 2013.

SIGNATURES

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

CYTORI THERAPEUTICS, INC.

Date: August 5, 2013

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

Exhibit Index

Exhibit No.	Description
99.1	Press release dated July 31, 2013.

July 31, 2013

Cytori Divests Puregraft® Products, Licenses Celution® for Alopecia and Options Broader Aesthetic Market Rights

San Diego, CA – Cytori Therapeutics (NASDAQ: CYTX) has entered into a $15 million three-part agreement with Bimini Technologies and its affiliates, Puregraft Technologies and Kerastem Technologies. First, Cytori has sold global manufacturing and commercialization rights for the Puregraft® product line. In exchange, Cytori has received a $5 million upfront payment and will receive up to an additional $10 million from commercial milestones related to future Puregraft® sales. In addition, Bimini has acquired global, exclusive rights to commercialize the Celution® System for Alopecia (Hair Field). Under the commercial agreement, Bimini will be responsible for all clinical studies, regulatory approvals and market development activities for Alopecia and will pay Cytori perpetual royalties on sales. Finally, Bimini has acquired an exclusive option to license Celution® products for the global aesthetics market. The option is effective until December 31, 2013.

"This transaction enables Cytori to monetize a non-core product, Puregraft®, simultaneously increase operational focus on core Celution® cell therapeutic applications and market development, and establish a strategic partnership in the development of new market opportunities in Alopecia," said Christopher J. Calhoun, CEO for Cytori. "Under this agreement, Cytori maintains certain limited rights to Puregraft® and the related technology and receives an exclusive license from Bimini for cell-enriched applications and future development activities (in exchange for royalty payments on Puregraft® from Cytori to Bimini), which in the aggregate, represent significant market opportunities for Cytori."

"Our vision is to develop a leading company in the expanding cash-pay aesthetics market," reported Bradford Conlan, CEO of Bimini. "Puregraft® represents a best-in-class solution that addresses the emerging fat grafting market. Expanding into the Alopecia market adds depth and innovation to our portfolio and increases potential utilization of Puregraft® as an integrated component with Celution® in the hair growth procedure. Additionally, we will continue negotiations to acquire market rights from Cytori for the cell-based aesthetics market beyond Alopecia, which are actively underway and represent the next major step in expanding our portfolio."

About Puregraft®

Puregraft® is an FDA-approved fat grafting product that allows patients to receive injections of their own fat in a single outpatient procedure. Cytori originally developed Puregraft® to be used in combination with its cell therapy technology. Given its simplicity and performance, Cytori has been offering Puregraft® as a stand-alone product to physicians in the U.S., Asia and Europe since 2010.

About Bimini Technologies

Bimini is a newly formed company and is based in San Diego, California. Bradford Conlan, who has been part of the Cytori team for nearly 9 years developing and marketing both the Puregraft® and Celution® products, is the founding CEO of Bimini, as well as its affiliates Puregraft Technologies and Kerastem Technologies. Additionally, Brad is joined by a small group of seasoned entrepreneurs and investors including James Conlan, Rich Heise, Jr., John Gasparovic, and Larry Nyhan. The experience, knowledge, and resources of each of the founders will provide Bimini a significant advantage in creating a successful new company focused exclusively on the global aesthetics market.

About Cytori Therapeutics, Inc.

Cytori Therapeutics is developing cell therapies based on autologous adipose-derived regenerative cells (ADRCs) to treat cardiovascular disease and other medical conditions. Our scientific data suggest ADRCs improve blood flow, moderate the inflammatory response and keep tissue at risk of dying alive. As a result, we believe these cells can be applied across multiple "ischemic" conditions. These therapies are made available to the physician and patient at the point-of-care by Cytori's proprietary technologies and products, including the Celution® System product family. www.cytori.com

Cautionary Statement Regarding Forward-Looking Statements

This press release includes forward-looking statements regarding events, trends and business prospects, which may affect our future operating results and financial position. Such statements including those regarding potential milestones and execution of additional licensing agreements are all subject to risks and uncertainties that could cause our actual results and financial position to differ materially. Some of these risks and uncertainties include, but are not limited to, risks related to our history of operating losses, the need for further financing and our ability to access the necessary additional capital for our business, inherent risk and uncertainty in the protection intellectual property rights, regulatory uncertainties, risks in the collection and results of clinical data, final clinical outcomes, dependence on third party performance, performance and acceptance of our products in the marketplace, as well as other risks and uncertainties described under the heading "Risk Factors" in Cytori's Securities and Exchange Commission Filings on Form 10-K and Form 10-Q. We assume no responsibility to update or revise any forward-looking statements to reflect events, trends or circumstances after the date they are made.

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