

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): **May 23, 2018**

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
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 23, 2018, Cytori Therapeutics, Inc. (the "Company") filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, as amended (the "Amendment"), with the Secretary of State of the State of Delaware to (i) effectuate a one-for-ten (1:10) reverse stock split (the "Reverse Stock Split") of its common stock, par value \$0.001 per share (the "Common Stock"), without any change to its par value, and (ii) increase the number of authorized shares of Common Stock from 75,000,000 to 100,000,000 shares (which amount is not otherwise affected by the Reverse Stock Split). The Amendment became effective on the filing date. The Reverse Stock Split will be effective for trading purposes as of the commencement of trading on the Nasdaq Capital Market on May 24, 2018. There was no change in the Company's Nasdaq ticker symbol, "CYTX," as a result of the Reverse Stock Split. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock has been changed to 23283K402. Upon effectiveness, each 10 shares of issued and outstanding Common Stock were converted into one newly issued and outstanding share of Common Stock and the number of authorized shares of Common Stock was increased from 75,000,000 to 100,000,000 shares. The Company's 5,000,000 shares of authorized Preferred Stock were not affected by the Reverse Stock Split.

No fractional shares were issued in connection with the Reverse Stock Split. Any fractional shares of Common Stock that would have otherwise resulted from the Reverse Stock Split were rounded up to the nearest whole share. Outstanding equity awards and the shares available for future grant under the Company's Amended and Restated 2004 Equity Incentive Plan, 2011 Employee Stock Purchase Plan, 2014 Amended and Restated Equity Incentive Plan and 2015 New Employee Incentive Plan were proportionately reduced (rounded down to the nearest whole share), and the exercise prices of outstanding equity awards were proportionately increased (rounded up to the nearest whole cent) to give effect to the Reverse Stock Split.

Additionally, the Company's Series S warrants issued in connection with its rights offering that closed in November 2017 will become tradeable as of the commencement of trading on the Nasdaq Capital Market on May 24, 2018 under the Nasdaq ticker symbol "CYTXZ."

A copy of the Amendment is attached to this current report on Form 8-K as Exhibit 3.1, and the above summary is qualified in its entirety by reference to the full text of the Amendment.

On May 23, 2018, the Company issued a press release regarding the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	— Certificate of Amendment to Amended and Restated Certificate of Incorporation, as amended.
99.1	— Cytori Therapeutics, Inc. Press Release, dated May 23, 2018

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.

Date: May 23, 2018

CYTORI THERAPEUTICS, INC.

By: /s/ Tiago Girao

Tiago Girao

VP Finance and Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CYTORI THERAPEUTICS, INC.**

Cytori Therapeutics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the corporation is Cytori Therapeutics, Inc. (the “*Corporation*”).

SECOND: On May 18, 2018, the Board of Directors of the Corporation, acting in accordance with Section 242 of the General Corporation Law of the State of Delaware, duly adopted resolutions approving the following amendment of the Amended and Restated Certificate of Incorporation, as amended (the “*Certificate of Incorporation*”), declaring said amendment to be advisable and providing for such consideration of such amendment at the Corporation’s annual meeting of the stockholders.

THIRD: On May 18, 2018, the Corporation’s annual meeting of the stockholders was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

FOURTH: Article IV.A of the Certificate of Incorporation be hereby amended and restated to read in its entirety as follows:

“This Corporation is authorized to issue two classes of stock to be designated, respectively, ‘Common Stock’ and ‘Preferred Stock.’ The total number of shares which the Corporation is authorized to issue is One Hundred Five Million (105,000,000) shares, One Hundred Million (100,000,000) shares of which shall be Common Stock (the “Common Stock”) and Five Million (5,000,000) shares of which shall be Preferred Stock (“Preferred Stock”). The Common Stock and Preferred Stock shall each have a par value of \$0.001 per share.

Upon the filing and effectiveness (the “Effective Time”), pursuant to the General Corporation Law of the State of Delaware, of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each ten (10) shares of Common Stock either issued and outstanding or held by the Corporation in its treasury immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the “Reverse Stock Split”). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional shares shall be entitled to the rounding up of the fractional share to the nearest whole number. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“Old Certificate”), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.”

FIFTH: This amendment to the Certificate of Incorporation shall be effective on and as of the date of filing of this Certificate of Amendment with the Secretary of State of the State of Delaware.



Cytori Therapeutic's common stock to begin trading on adjusted basis on May 24, following one-for-ten reverse split

SAN DIEGO, May 23, 2018—Cytori Therapeutics (NASDAQ: CYTX) (“Cytori” or the “Company”) today announced that the Company effected a reverse stock split that became effective on May 23, 2018 at a ratio of one-for-ten, and that the Company’s common stock will commence trading on a post-split basis beginning on May 24, 2018. The Company received the requisite stockholder approval for the reverse stock split on May 18, 2018. The new CUSIP number for the Company’s common stock will be 23283K402.

The reverse stock split automatically combined every ten shares of the Company’s common stock into one issued and outstanding share without any change in the par value of the shares. Following the reverse stock split, the number of outstanding shares of the Company’s common stock was proportionally reduced from approximately 61.6 million to approximately 6.2 million.

No fractional shares were issued in connection with the reverse stock split. Any fractional shares of the Company’s common stock that would have otherwise resulted from the reverse stock split were rounded up to the nearest whole share. Outstanding equity awards and the shares available for future grant under the Company’s Amended and Restated 2004 Equity Incentive Plan, 2011 Employee Stock Purchase Plan, 2014 Amended and Restated Equity Incentive Plan and 2015 New Employee Incentive Plan were proportionately reduced (rounded down to the nearest whole share), and the exercise prices of outstanding equity awards were proportionately increased (rounded up to the nearest whole cent) to give effect to the reverse stock split. The Company’s common stock will continue to trade on a post-split basis under the trading symbol “CYTX”.

Additionally, the Company’s Series S warrants issued in connection with its rights offering that closed in November 2017 will become tradeable as of the commencement of trading on the Nasdaq Capital Market on May 24, 2018 under the Nasdaq ticker symbol “CYTXZ.”

As previously announced, Cytori is required to evidence compliance with Nasdaq’s listing minimum bid or closing price requirement by September 4, 2018. Although Cytori expects that the reverse stock split will enable the Company to comply with the Nasdaq listing and minimum bid price requirement, there can be no assurance that the Company will be able to regain such compliance. Delisting from the Nasdaq Capital Market could have a material adverse effect on the Company’s business and on the trading of its common stock.

About Cytori

Cytori is a therapeutics company developing regenerative and oncologic therapies from its proprietary cell therapy and nanoparticle platforms for a variety of medical conditions. Cytori Nanomedicine™ is developing encapsulated therapies for regenerative medicine and oncologic indications using technology that allows Cytori to use the benefits of its encapsulation platform to develop novel therapeutic strategies and reformulate other drugs to optimize their clinical properties. 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 release contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements contained in this release, other than statements of historical fact, constitute "forward-looking statements." The words "expects," "believes," "potential," "possibly," "estimates," "may," "could" and "intends," as well as similar expressions, are intended to identify forward-looking statements. These forward-looking statements do not constitute guarantees of future performance. Investors are cautioned that statements which are not strictly historical statements, including, without limitation, statements regarding the expected commencement of trading of the Company's post-split common stock, compliance with the Nasdaq listing minimum bid or closing price requirements and the consequences of delisting of the Company's common stock from the Nasdaq Capital Market are forward looking statements. Forward looking statements are subject to risks and uncertainties that could cause our actual results and financial position to differ materially. Please refer to the risk factors contained in the Company's Securities and Exchange Commission filings available at www.sec.gov, including without limitation, the Company's most recent reports on Forms 10-K, 10-Q and 8-K. These forward-looking statements speak only as of the date made. Cytori assumes no obligation or undertaking to update or revise any forward-looking statements contained herein to reflect any changes in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.