

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 10, 2016**

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

On May 10, 2016, 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 Delaware to effectuate a one-for-fifteen (1:15) reverse stock split of its common stock, par value \$0.001 per share (the "Common Stock"). 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 12, 2016. Upon effectiveness, each fifteen 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 reduced from 290 million to 75 million. The Company's five million shares of authorized Preferred Stock were not affected by the reverse 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 will be proportionately reduced to give effect to the reverse stock split and the shares available for future grants under the Company's 2014 Equity Incentive Plan and 2015 New Employee Incentive Plan will be proportionately reduced to give effect to the reverse stock split.

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.

Item 5.07 Submission of Matters to a Vote of Security Holders

- (a) On May 10, 2016, the Company held its 2016 Annual Meeting of Stockholders (the "Annual Meeting"). The Company filed its definitive proxy statement for the proposals voted upon at the Annual Meeting with the Securities and Exchange Commission on March 15, 2016.
- (b) As of March 11, 2016, the record date for the Annual Meeting, 197,757,279 shares of the Company's common stock were issued and outstanding. A quorum of 127,470,445 shares of common stock were present or represented at the Annual Meeting. The following items of business were voted upon by stockholders at the Annual Meeting:

- Election of Directors.* The following members of the Board of Directors were elected to serve until the 2017 annual meeting of stockholders and until their respective successors are elected and qualified, as follows:

	<u>VOTES FOR</u>	<u>WITHHOLD AUTHORITY</u>
David M. Rickey	30,062,883	3,773,961
Richard J. Hawkins	29,002,600	4,834,244
Paul W. Hawran	30,116,173	3,720,671
Marc H. Hedrick, M.D.	30,042,390	3,794,454
Gary A. Lyons	28,360,756	5,476,088
Gail K. Naughton, Ph.D.	30,198,177	3,638,667

Broker Non-Votes (per Director): 93,633,301

- Ratify Independent Registered Public Accountants.* The appointment of KPMG LLP, independent registered public accountants, to act as our independent auditors for the fiscal year ending December 31, 2016 was ratified, as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
123,570,585	1,848,101	2,051,759

3. Approve an amendment to the Company's 2014 Equity Incentive Plan. The amendment was approved, as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
25,589,113	6,782,041	1,465,690
Broker Non-Votes: 93,633,301		

4. Approve an amendment to the Company's amended and restated certificate of incorporation, as amended. The proposal was approved, as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
109,712,132	16,282,486	1,475,827

Item 901. 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

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: May 10, 2016

By: /s/ Tiago Girao
Tiago Girao
Chief Financial Officer

Index to Exhibits

Exhibit No.
3.1

Description

— Certificate of Amendment to Amended and Restated Certificate of Incorporation, as amended

**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 March 3, 2016, the Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 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 (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 its stockholders.

THIRD: On May 10, 2016, 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 Amended and Restated Certificate of Incorporation of the Corporation 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 Eighty Million (80,000,000) shares, Seventy-Five Million (75,000,000) 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 Fifteen (15) 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 Certificates"), 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 Corporation's Amended and Restated 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.

IN WITNESS WHEREOF, Cytori Therapeutics, Inc. has caused this Certificate of Amendment to be signed by the undersigned, thereunto duly appointed, this 10th day of May, 2016.

CYTORI THERAPEUTICS, INC.

By: /s/ Marc H. Hedrick

Name: Marc H. Hedrick

Title: President and Chief Executive Officer