
**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): August 27, 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))
-
-

Item 8.01 Other Events.

As previously disclosed, on May 5, 2015, Cytori Therapeutics, Inc., a Delaware corporation (the "Company"), entered into a securities purchase agreement with certain institutional investors (the "Purchase Agreement") pursuant to which the Company agreed to sell up to \$25,000,000 of units in two closings, with each unit (the "Units") consisting of one share of its common stock (the "Shares") and one warrant to purchase one share of its common stock (the "Warrants"), in a registered direct offering (the "Offering"). The initial closing for the sale Units having an aggregate offering price of approximately \$19.4 million occurred on May 8, 2015. The second closing (the "Second Closing") for additional Units having an aggregate offering price of approximately \$5.6 million was subject to the Company's receipt of stockholder approval, which occurred on August 13, 2015.

Pursuant to the terms of the Purchase Agreement, the Company anticipates the Second Closing will occur on August 27, 2015, subject to the satisfaction or waiver of certain closing conditions. At the Second Closing, the Company will issue up to 14,999,993 Units at a purchase price of \$0.3263 per Unit. Each Warrant will have an initial exercise price of \$0.401 per share, will be immediately exercisable and will expire five years from the date of issuance. The Shares and the Warrants are immediately separable and will be issued separately. If all 14,999,993 Units are purchased at the Second Closing, the Company expects to raise up to \$4.4 million, net of the placement agency fee and other estimated offering expenses. In order to complete the Second Closing, the Company must receive the waiver of certain conditions to closing insofar as they relate to the Company's previously publicly disclosed receipt of a letter from NASDAQ indicating that the Company does not currently meet NASDAQ's minimum bid price requirement and to the Company's current market capitalization and public float being under \$100 million. There is no guarantee that the Company will receive such waiver from all of the investors on a timely basis and as such, there is no assurance that the Company will complete the sale of all of the 14,999,993 offered Units at the Second Closing.

Mizuho Securities USA Inc., Roth Capital Partners, LLC, Maxim Group, LLC and WBB Securities, LLC (collectively, the "Placement Agents") acted as the Company's placement agents for the Offering pursuant to a placement agency agreement entered into with the Company on May 5, 2015 (the "Placement Agency Agreement"). Under the Placement Agency Agreement, the Company agreed to pay the Placement Agents an aggregate fee equal to 7% of the gross proceeds of the Offering. The Placement Agency Agreement contains customary representations, warranties, and indemnification by the Company.

The Offering was made pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-195846), which was declared effective by the Securities and Exchange Commission on May 22, 2014. The Company, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, will file with the Securities and Exchange Commission a prospectus supplement relating to the Offering. The legal opinion, including the related consent, of DLA Piper LLP (US) is filed as Exhibit 5.1 to this Current Report.

The foregoing is only a summary of the material terms of the Purchase Agreement, the Warrants and the Placement Agency Agreement and does not purport to be a complete description of the rights and obligations of the parties thereunder. The foregoing description is qualified in its entirety by reference to the Purchase Agreement, the forms of Warrants and the Placement Agency Agreement, which are filed as Exhibits 10.1, 4.1, 4.2, 4.3 and 10.2, respectively, to the Company's Current Report on Form 8-K filed May 5, 2015, and incorporated herein by reference.

This Current Report contains forward-looking statements that involve risk and uncertainties, such as statements related to the anticipated Second Closing and the amount of net proceeds expected from the Second Closing. The risks and uncertainties involved include the investors decision to waive certain condition to closing on a timely basis or at all, as well as other risks detailed from time to time in the Company's Securities and Exchange Commission filings

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Form of Initial Warrant to Purchase Common Stock (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
4.2	Form of Additional Warrant to Purchase Common Stock (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
4.3	Form of Pre-Funded Warrant to Purchase Common (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
5.1	Opinion of DLA Piper LLP (US)
10.1	Securities Purchase Agreement, dated May 5, 2015, by and among Cytori Therapeutics, Inc. and the investors named therein (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
10.2	Placement Agency Agreement, dated May 5, 2015, by and between Cytori Therapeutics, Inc. and Mizuho Securities USA Inc. (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
23.1	Consent of DLA Piper LLP (US) (included in Exhibit 5.1)

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.

August 27, 2015

CYTORI THERAPEUTICS, INC.

By: /s/ Jeremy Hayden
Name: Jeremy Hayden
Title: General Counsel and VP of Business Development

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Form of Initial Warrant to Purchase Common Stock (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
4.2	Form of Additional Warrant to Purchase Common Stock (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
4.3	Form of Pre-Funded Warrant to Purchase Common (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
5.1	Opinion of DLA Piper LLP (US)
10.1	Securities Purchase Agreement, dated May 5, 2015, by and among Cytori Therapeutics, Inc. and the investors named therein (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
10.2	Placement Agency Agreement, dated May 5, 2015, by and between Cytori Therapeutics, Inc. and Mizuho Securities USA Inc. (incorporated by reference to the Company's Current Report on Form 8-K filed on May 5, 2015)
23.1	Consent of DLA Piper LLP (US) (included in Exhibit 5.1)

DLA Piper LLP (US)
4365 Executive Drive
San Diego, California 92121-2133
T 858.677.1400
F 858.677.1401

August 27, 2015

Cytori Therapeutics, Inc.
3020 Callan Road
San Diego, CA 92121

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the sale and issuance by Cytori Therapeutics, Inc., a Delaware corporation (the “**Company**”), of up to an aggregate of 14,999,993 shares (the “**Shares**”) of the Company’s common stock, par value \$0.001 per share (the “**Common Stock**”), together with warrants (the “**Warrants**”) to purchase up to an additional 14,999,993 shares of Common Stock (the “**Warrant Shares**”), pursuant to a Registration Statement on Form S-3 (File No. 333-195846) (the “**Registration Statement**”) filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”), the related prospectus included therein (the “**Prospectus**”) and the prospectus supplement to be filed with the Commission pursuant to Rule 424(b) promulgated under the Act (the “**Prospectus Supplement**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and the related Prospectus and Prospectus Supplement, the Warrants, the Company’s Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, as amended, as currently in effect, and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the genuineness and authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness of such documents (other than with respect to the Company). With regard to the Warrant Shares, we have assumed that at the time of issuance or sale, a sufficient number of shares of Common Stock are authorized and available for issuance.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that (i) the Shares have been duly and validly authorized and, when issued and sold pursuant to the securities purchase agreement by and between the Company and the investor, named therein, dated May 5, 2015, and in accordance with the Registration Statement and the related Prospectus and Prospectus Supplement, will be validly issued, fully paid and nonassessable, (ii) provided that the Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor, then the Warrants, when issued and sold in accordance with the terms of the Warrants, will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, and (iii) the Warrant Shares, when issued and sold against payment therefor in accordance with the terms of the Warrants, will be validly issued, fully paid and nonassessable.

We consent to the reference to our firm under the caption “Legal Matters” in the Prospectus Supplement and to the filing of this opinion as an exhibit to a Current Report of the Company on Form 8-K. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ DLA PIPER LLP (US)
DLA PIPER LLP (US)