

**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): **February 29, 2008**

CYTORI THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-32501

(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 1.01 Entry Into A Material Definitive Agreement

On February 29, 2008, we amended the Common Stock Purchase Agreement with Green Hospital Supply, Inc., dated February 8, 2008, which relates to the sale of 2,000,000 shares of unregistered Cytori common stock to Green Hospital Supply, Inc. for \$12,000,000 cash. The original Common Stock Purchase Agreement provided for a single closing of the investment transaction. The amendment to Common Stock Purchase Agreement provides for two separate closings, the first on February 29, 2008, and the second on April 30, 2008. At each closing we are to receive \$6,000,000 cash and issue 1,000,000 shares of unregistered Cytori common stock to Green Hospital Supply, Inc. All other provisions of the Common Stock Purchase Agreement remain unchanged.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

10.51.1 Amendment No. 1 to Common Stock Purchase Agreement, dated as of February 29, 2008, between us and Green Hospital Supply, Inc.

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: February 29, 2008

By: /s/ Christopher J. Calhoun
Christopher J. Calhoun
Chief Executive Officer

AMENDMENT NO. 1TOCOMMON STOCK PURCHASE AGREEMENT

This Amendment No. 1 to Common Stock Purchase Agreement (the "Amendment") is made as of February 29, 2008, by and between Cytori Therapeutics, Inc., a Delaware corporation (the "Company"), and Green Hospital Supply, Inc., located at 3-20-8 Kasuga Suita-City, Osaka 565-0853, Japan ("Purchaser").

WHEREAS, Company and Purchaser entered into that certain Common Stock Purchase Agreement dated as of February 8, 2008 (the "Agreement") (capitalized terms used in this Amendment but not defined herein shall have the meaning assigned to them in the Agreement); and

WHEREAS, Company and Purchaser desire to amend the Agreement as provided below.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and conditions set forth below, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties to this Amendment hereby agree as follows:

1. **Amendment.** Section 2 (Purchase) of the Agreement shall be deleted in its entirety and the following inserted in its place:

"2. **Purchase.** The purchase and sale of the Shares under Section 1 of this Agreement shall occur at the principal office of the Company in a series of two closings, as follows:

Closing I shall occur on February 29, 2008; and

Closing II shall occur on April 30, 2008.

At each closing, the Company shall deliver one million (1,000,000) Shares into the account specified by Purchaser, and Purchaser shall immediately deliver the Purchase Price (\$6,000,000) therefor to Company by wire transfer, or by alternate means agreed between the Parties."

2. **Effect of Amendment.** Except as and to the extent expressly modified by this Amendment, the Agreement shall remain in full force and effect in all respects. In the event of a conflict or inconsistency between this Amendment and the Agreement, the provisions of this Amendment shall govern.

3. **Counterparts.** This Amendment may be executed in several counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute one instrument. Delivery of an executed counterpart of a signature page of this Amendment by facsimile or other electronic means shall constitute effective delivery.

The parties have executed this Amendment No. 1 to Common Stock Purchase Agreement as of the date first set forth above.

COMPANY:

CYTORI THERAPEUTICS, INC.

By: /s/ Seijiro Shirahama

Title: President, Asia-Pacific

Address:
3020 Callan Road
San Diego, CA 92121

Fax: US 858-458-0994

PURCHASER:

GREEN HOSPITAL SUPPLY, INC.

By: /s/ Kunishisa Furukawa

Title: President

Address:
3-20-8 Kasuga Suita-City
Osaka 565-0853, Japan

