

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): June 12, 2016

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 June 12, 2016, Cytori Therapeutics, Inc. ("Company") entered into an Amendment No. 1 to Dealer-Manager Agreement (the "Amendment") with Maxim Group LLC ("Maxim"). Pursuant to the Amendment, the Company agreed that, for the period commencing on the expiration date of the rights offering and ending on the date immediately following the 90th calendar day after the closing date, neither the Company nor any subsidiary shall issue any shares of common stock or any securities exercisable or convertible in to common stock without the written consent of Maxim subject to certain exceptions.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 8.01. **Other Events.**

On June 13, 2016, Cytori Therapeutics, Inc. ("Cytori") issued a press release announcing the expiration of its rights offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. **Financial Statements and Exhibits.**

(d) Exhibits

- | | |
|------|---|
| 10.1 | Amendment No. 1 to Dealer-Manager Agreement, dated June 12, 2016, by and between the Company and Maxim Group LLC. |
| 99.1 | Cytori Therapeutics, Inc. Press Release, dated June 13, 2016 |
-

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: June 13, 2016

By: /s/ Tiago Girao

Tiago Girao

Chief Financial Officer

Index to Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Dealer Manager Agreement, dated June 12, 2016
99.1	Cytori Therapeutics, Inc. Press Release, dated June 13, 2016

CYTORI THERAPEUTICS, INC.

AMENDMENT NO. 1
TO
DEALER-MANAGER AGREEMENT

June 12, 2016

Maxim Group LLC
405 Lexington Avenue
New York, NY 10174
As Dealer-Manager

Ladies and Gentlemen:

Reference is made to the Dealer-Manager Agreement dated May 26, 2016 (the "**Agreement**") by and between Cytori Therapeutics, Inc., a Delaware corporation (the "**Company**") and Maxim Group LLC, regarding the distribution to holders of record of its common stock, par value \$0.001 per share (the "**Common Stock**"), subscription rights to subscribe for up to an aggregate of 5,000,000 units. All capitalized terms used herein and not otherwise defined shall have the respective meanings assigned to them in the Agreement.

The parties to the Agreement hereby wish to amend the Agreement and add the following provisions as Section 9(n) under Section 9 "Covenants":

"(n) From the date hereof until ninety (90) days after the date of the Closing, neither the Company nor any Subsidiary shall issue, enter into any agreement to issue or announce the issuance or proposed issuance of any shares of Common Stock or Common Stock Equivalents without the written consent of Maxim. Notwithstanding the foregoing, this Section 9(n) shall not apply in respect of any issuance of (A) Common Stock under the Company's At-The Market Offering Program for the issuance and sale of the Company's Common Stock having an aggregate offering price of up to \$40,000,000 (the "**ATM Program**") pursuant to that certain Sales Agreement, dated May 12, 2014, by and between the Company and Cowen and Company, LLC; (B) equity awards, and Common Stock issuable upon exercise or vesting of equity awards, to directors, officers, employees, consultants or new hires of the Company; (C) shares of Common Stock issued upon the conversion or exercise of Common Stock Equivalents; (D) the Rights Shares; (E) the Rights Warrants; (F) the shares of Common Stock underlying the Rights Warrants; (G) Common Stock or Common Stock Equivalents to any distributor, supplier, manufacturer, licensor or licensee of the Company's products or services; (H) Common Stock or Common Stock Equivalents in connection with any acquisitions, partnerships or strategic transactions, which in the case of each clause of this subsection (H) are approved by a majority of the disinterested directors of the Company, provided that any such issuance shall only be to a person which is, itself or through its subsidiaries, an operating company or an owner of an asset in a business synergistic with the business of the Company and shall provide to the Company additional benefits in addition to the investment of funds, but shall not include a transaction in which the Company is issuing securities primarily for the purpose of raising capital or to an entity whose primary business is investing in securities; (I) unregistered Common Stock or Common Stock Equivalents in connection with a strategic transaction; and (J) Common Stock or Common Stock Equivalents in connection with any arrangement with a non-convertible debt provider for the refinancing or restructuring of the Company's Loan and Security Agreement with Oxford Finance LLC that shall not exceed, in the aggregate, a value of \$1,000,000 and shall be issued at or above fair market value.

"**Common Stock Equivalents**" means any securities of the Company or its Subsidiaries which would entitle the holder thereof to acquire at any time Common Stock, including, without limitation, any debt, preferred stock, right, option, warrant or other instrument that is at any time convertible into or exercisable or exchangeable for, or otherwise entitles the holder thereof to receive, Common Stock."

Except as amended hereby, the Agreement shall remain in full force and effect in accordance with its terms. This Amendment constitutes the entire agreement between the parties with respect to the subject matter of this Amendment and supersedes all prior agreements and understandings, whether oral or written, with respect to such subject matter. Every provision of this Amendment is intended to be severable. This Amendment shall be construed, interpreted and governed according to the laws of the State of New York without regard to its laws and rules governing the conflict of laws. This Amendment is made solely and specifically among and for the benefit of the parties hereto and their respective successors and permitted assigns.

[Signature Page Follows]

If the foregoing correctly sets forth your understanding, please so indicate in the space provided below for that purpose, whereupon this letter shall constitute a binding agreement among us.

Very truly yours,

CYTORI THERAPEUTICS, INC.

By:

/s/ Tiago Girao

Name: Tiago Girao

Title: CFO

**Accepted by the Dealer-Manager
as of the date first written above:**

MAXIM GROUP LLC

By:

/s/ Clifford A. Teller

Name: Clifford A. Teller

Title: Head of IB

[Signature Page to Amendment No. 1 to Dealer-Manager Agreement]

Cytori Announces Expiration of Rights Offering and Estimated Gross Proceeds of \$17.1 Million

June 13, 2016

SAN DIEGO — (BUSINESS WIRE) Cytori Therapeutics, Inc. ("Cytori" or the "Company") (NASDAQ: CYTX) announced today that the subscription period for its previously announced rights offering (the "offering") of units at a subscription price of \$2.55 per unit, expired on June 10, 2016 and are no longer exercisable.

Based on the review of results provided by the company's subscription agent, Broadridge Corporate Issuer Solutions, Inc., Cytori estimates that it will receive aggregate gross proceeds from the offering of approximately \$17.1 million. The results of the offering and Cytori's estimates regarding the aggregate gross proceeds of the offering to be received by the Cytori are preliminary and subject to finalization and verification by its subscription agent. Cytori expects the subscription agent and the Depository Trust Company to finish tabulating the results on or about June 13, 2016.

Cytori anticipates that closing of the offering will occur on or about Wednesday, June 15, 2016, subject to satisfaction or waiver of all conditions to closing. Upon the closing, the subscription agent will distribute, by way of direct registration in book-entry form or through the facilities of DTC, as applicable, the common stock and warrants to holders of rights who validly exercised their rights and paid the subscription price in full. No physical stock or warrant certificates will be issued to stockholders.

After issuance of the units under the offering, Cytori will have approximately 20.5 million shares of Common Stock issued and outstanding, and approximately 3.4 million warrants issued in the offering, which warrants will be exercisable for an aggregate of up to 3.4 million shares of Common Stock at an exercise price of \$3.06 per share. Subject to satisfaction of all conditions precedent to listing, Cytori anticipates that the warrants issued pursuant to the offering will commence trading on The Nasdaq Stock Market under the symbol "CYTXW" (CUSIP Number 23283K121) on or about June 15, 2016.

Maxim Group LLC acted as dealer-manager for the rights offering.

If you have questions about the offering, please contact Broadridge Corporate Issuer Solutions, Cytori's information agent for the offering, by calling (855) 793-5068 (toll-free); or Maxim Group LLC, 405 Lexington Avenue, New York, NY 10174, Attention Syndicate Department, email: syndicate@maximgrp.com or telephone (212) 895-3745.

This press release does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cytori's registration statement on Form S-1 was declared effective by the U.S. Securities and Exchange Commission (SEC) on May 26, 2016. The prospectus, the prospectus supplement no. 1 thereto dated May 31, 2016 and the prospectus supplement no. 2 thereto dated June 6, 2016, and all of Cytori's SEC filings may be found in the Investor Relations section of Cytori's website at www.ir.cytori.com.

Cautionary Note Relating to 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 conduct and timing of our proposed rights offering, 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. Some of these risks include our financial condition (including cash runway, our ability to access additional capital to fund our business, and our expectation that we will continue to incur losses at least in the near-term); clinical and regulatory uncertainties (including conduct and results of our clinical trials and investigator-initiated clinical trials using our technology, and challenges in obtaining and maintaining regulatory clearances and approvals for our products); market acceptance of our technologies, including introduction of superior technologies into our anticipated markets; our ability to compete with larger, better financed competitors; dependence on third party clinical investigators, suppliers and manufacturers; our ability to commercialize and sell products; our abilities to maintain compliance with NASDAQ listing standards; our compliance with laws, rules and regulations applicable to our business; our ability to attract and retain skilled personnel; our volatile stock price, and; our ability to protect and expand our intellectual property rights, and other risks and uncertainties described under the "Risk Factors" in Cytori's Securities and Exchange Commission Filings. These forward-looking statements speak only as of the date made. We assume no obligation or undertaking to update or revise any forward-looking statements contained herein to reflect any changes in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. You should, however, review additional disclosures we make in our registration statement on Form S-1 for the proposed rights offering, as well as our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Cytori Therapeutics, Inc.

Tiago Girao, +1 (858) 458.0900

ir@cytori.com