

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): **April 2, 2014**

**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 No.)

**3020 Callan Road, San Diego, California 92121**

(Address of principal executive offices) (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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 2, 2014, Cytori Therapeutics, Inc. (the “**Company**”) announced that Christopher J. Calhoun, the Company’s Chief Executive Officer, is retiring from the position of Chief Executive Officer effective immediately. Mr. Calhoun has agreed to serve as Managing Director for a transition period beginning April 2, 2014 through July 1, 2014 to facilitate the orderly transfer of his responsibilities. Effective July 1, 2014, Mr. Calhoun will retire as a director and employee of the Company. There were no disagreements with the Company that led to Mr. Calhoun’s decision to retire from the Board of Directors (the “**Board**”).

Also on April 2, 2014, the Board appointed Marc H. Hedrick, M.D., the Company’s President and Director, as Chief Executive Officer, effective immediately. Detailed biographical information about Dr. Hedrick and his current compensation is available in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the Securities and Exchange Commission (the “**SEC**”) on March 14, 2014, and in the Company’s Definitive Proxy Statement on Schedule 14A, filed with the SEC on July 19, 2013, which information is incorporated herein by reference. Dr. Hedrick will not receive additional compensation for his service as Chief Executive Officer.

The Company issued a press release announcing these senior management changes. A copy of the press release is filed hereto as Exhibit 99.1 and incorporated herein by reference.

There is no arrangement or understanding between Dr. Hedrick and any other person pursuant to which he was selected as an officer of the Company. Dr. Hedrick has no family relationship (within the meaning of Item 401(d) of Regulation S-K) with any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer. There has been no transaction since the beginning of the Company’s last fiscal year, and there is no currently proposed transaction, in excess of \$120,000 in which the Company is or was a participant and in which Dr. Hedrick or any of his immediate family members (within the meaning of Item 404 of Regulation S-K) had or will have a direct or indirect material interest.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Cytori Therapeutics, Inc. Press Release, dated April 2, 2014. |

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**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: April 2, 2014

By: /s/ Mark E. Saad  
Mark E. Saad  
Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit No.**      **Description**

99.1              Cytori Therapeutics, Inc. Press Release, dated April 2, 2014.

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#### **CYTORI THERAPEUTICS CONTACT**

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### **Cytori Announces Senior Management Changes**

SAN DIEGO, April 2, 2014 – Cytori Therapeutics (NASDAQ: CYTX) today announced that Christopher Calhoun, Chief Executive Officer and Director of Cytori Therapeutics, is retiring from the position of CEO of the Company, effective immediately. The Board of Directors has named Dr. Marc Hedrick to the position of CEO, in addition to his current responsibilities as President and Director.

During a transition period, Mr. Calhoun will remain a Director on Cytori’s Board and will assume the position of Managing Director. As Managing Director, he will focus principally on Cytori’s international business development efforts until his retirement from the Company on July 1, 2014.

“We are extremely grateful to Chris for his efforts over the past 18 years to build Cytori into a world leader in adipose-derived cell therapy,” said Mr. David Rickey, Chairman of the Board of Cytori. “Mr. Calhoun founded the Company in 1996 and had the strategic vision in 2002 to acquire StemSource, Inc., led by Dr. Hedrick, enabling the development of our core cell therapy technology. Dr. Hedrick has served as President since 2004 and has overseen research, development, sales and marketing groups.”

Dr. Hedrick is a former general, vascular and plastic surgeon with an MD from University of Texas Southwestern Medical School and an MBA from University of California, Los Angeles. He and his team at UCLA discovered stem and regenerative cells in human adipose tissue. “This is a tremendous opportunity to guide Cytori and to advance the strategic vision to become the premier cell therapy company,” said Dr. Hedrick. “I am committed to the Company, its shareholders and employees and look forward to the day that our important new therapies will benefit patients around the world and reward those who have put their trust in us.”

“I am passionate about Cytori and its technology and will continue to be dedicated to the Company’s mission and success,” said Mr. Calhoun. “It has been an honor to have worked with so many talented and dedicated colleagues, partners and physicians around the world and to have been part of making a positive difference for patients. I have known and worked with Dr. Hedrick for more than 12 years and have full confidence in his ability to lead the Company forward. He will have my complete support during this transition and beyond.”

#### **About Cytori Therapeutics**

Cytori Therapeutics is developing cell therapies based on autologous adipose-derived regenerative cells (ADRCs) to treat cardiovascular disease and other medical conditions. Our scientific data suggest ADRCs improve blood flow, moderate the inflammatory response and keep tissue at risk of dying alive. As a result, we believe these cells can be applied across multiple “ischemic” conditions. These therapies are made available to the physician and patient at the point-of-care by Cytori’s proprietary technologies and products, including the Celution® System product family. [www.cytori.com](http://www.cytori.com)

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