



**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 13, 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
(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))
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Item 3.02 Unregistered Sales of Equity Securities.

Effective May 13, 2014, Cytori Therapeutics, Inc. (the “*Company*”) and 47 holders of warrants dated May 14, 2009 (the “*Warrants*”) to purchase a total of 3,156,238 shares of the Company’s common stock, \$0.001 par value per share (the “*Common Stock*”), issued in a private offering in 2009 agreed to extend the expiration date of the Warrants from May 14, 2014 to May 14, 2015 and increase the exercise price of the Warrants from \$2.62 per share to \$3.50 per share pursuant to an Amendment to Warrant to Purchase Common Stock (the “*Amendment*”), a form of which is filed as Exhibit 4.1 to this Current Report on Form 8-K and incorporated herein by reference. To the extent the Amendments constitute an issuance of securities, the deemed exchange of the original warrants for warrants with the modified terms for no additional consideration and without paying remuneration for soliciting such exchange was exempt under Section 3(a)(9) of the Securities Act.

One holder of Warrants did not agree to the Amendment and their Warrants, covering 38,500 shares of Common Stock, expired unexercised on May 14, 2014 in accordance with the originals terms of the Warrants.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 4.1 Form of Amendment to Warrant to Purchase Common Stock, dated effective May 13, 2014.
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EXHIBIT INDEX

4.1 Form of Amendment to Warrant to Purchase Common Stock, dated effective May 13, 2014.

AMENDMENT TO WARRANT TO PURCHASE COMMON STOCK

This Amendment ("**Amendment**"), dated effective May 13, 2014 (the "**Amendment Date**"), amends the Warrant to Purchase Common Stock, dated May 14, 2009 (the "**Warrant**"), issued by Cytori Therapeutics, Inc., (the "**Company**") to purchase _____ shares of the Company's common stock, \$0.001 par value per share. Capitalized terms used but not defined herein shall have the meaning given to them in the Warrant.

WHEREAS, Holder and the Company desire to enter into this Amendment in accordance with Section 15(c) of the Warrant with respect to certain changes to the terms of the Warrant from and after the date hereof.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and Holder do hereby agree as follows:

1. The definition of "Expiration Date" set forth in the first paragraph of the preamble to the Warrant is hereby amended and restated in its entirety to read as follows: "5:30 P.M., New York City time, on May 14, 2015".
 2. The exercise price of the Warrant set forth in the first paragraph of the preamble to the Warrant is hereby deleted and replaced with an exercise price of "\$3.50" per share.
 3. Holder represents and warrants to the Company that Holder is the record and beneficial owner of the Warrant listed below Holder's signature and is legally authorized to execute this Amendment with respect to such Warrant.
 4. Holder acknowledges that Holder's signature below constitutes Holder's consent to this Amendment to the extent required by the terms of the Warrant.
 5. The term "Warrant" as used in the Warrant shall be deemed to refer to the Warrant as amended hereby.
 6. Except as specifically modified herein, the remaining provisions of the Warrant remain in full force and effect.
 7. This Amendment may be executed in counterparts, all of which shall constitute one and the same Amendment. This Amendment may be executed by signatures delivered by facsimile or electronic mail, each of which shall be fully binding on the signing party.
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IN WITNESS WHEREOF, the undersigned have caused this Amendment to be duly executed as of the date first set forth above.

HOLDER:	CYTORI THERAPEUTICS, INC.
By:	By:
Name:	Name: Mark E. Saad
Title:	Title: Chief Financial Officer

Warrant No.: _____
