

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): **March 10, 2011**

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))
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Item 2.02 Results of Operations and Financial Condition

On March 10, 2011, Cytori Therapeutics, Inc. (the “Company”) issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2010. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. In addition, on the same date, the Company posted further insight into its results of operations for those periods in an open letter to its stockholders and other interested parties in the blog on the Investor Relations section of its website which may be accessed at <http://ir.cytoritx.com>. A copy of the letter is also attached hereto as exhibit 99.2 and is incorporated herein by reference.

The information disclosed under this Item 2.02 in this report, including Exhibits 99.1 and 99.2 hereto, are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as expressly set forth in such filing.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits****Exhibit No. Description**

99.1	Cytori Therapeutics, Inc. Press Release, dated March 10, 2011*
99.2	Cytori Therapeutics, Inc. Shareholder Letter, dated March 10, 2011*

* Exhibits 99.1 and 99.2 hereto are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as expressly set forth in such filing.

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: March 10, 2011

By: /s/ Mark E. Saad

Mark E. Saad
Chief Financial Officer

EXHIBIT INDEX

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March 10, 2011

Cytori Grows Product Revenues 41% Year-Over-Year, Advances Cardiac Device Product Pipeline

SAN DIEGO--Cytori Therapeutics (NASDAQ:CYTX) grew product sales 41% and made substantial progress in advancing its cardiovascular device product pipeline during 2010. An overview of the Company's 2010 financial results is below and a review of its business plans for 2011 is provided in the '2010 Results Shareholder Letter,' which may be accessed at <http://ir.cytoritx.com>.

Key highlights for 2010 and through the beginning of 2011 include the following:

- Grew product revenues 41% year-over-year. Revenue generating units increased by 48 to a cumulative total of 149 and nearly 1,400 consumables were shipped during 2010;
- Reported improved heart function in two cardiovascular disease clinical trials and initiated our European pivotal heart attack trial. Cytori is seeking EU approval for use in no-option chronic myocardial ischemia patients;
- Achieved European approval of the Celution System in breast reconstruction, reported 12 month data from our RESTORE-2 trial and successfully launched PureGraft™ into the U.S. and European plastic and reconstructive surgery markets;
- Made progress towards getting into the U.S. market with multiple submissions underway for FDA approval or clearance of Celution® as part of a comprehensive U.S. regulatory strategy intended to achieve market entry; and
- Strengthened our cash and cash equivalents balance with \$52.7 million at the end of 2010 compared with \$12.9 million at the end of 2009. Part of this increase resulted from a \$10 million equity investment from Astellas Pharma, including certain negotiating rights to a potential liver disease partnership.

Product revenues were \$8.3 million for 2010, compared to \$5.8 million for 2009, which includes \$2.4 million in fourth quarter 2010 product sales. Gross profit improved to \$4.3 million for 2010 compared to \$2.4 million in 2009, including \$1.2 million in gross profit in the fourth quarter 2010. Product revenue growth is attributable mostly to increased sales of systems to private pay plastic surgery clinics, academic centers performing independent investigator-initiated studies and the sale of two StemSource® Cell Banks. Toward the end of the year, Cytori also started to see increased impact from PureGraft™ sales for body contouring procedures.

Cytori ended the year with 149 revenue generating units compared to 101 at the start of year, with 1,392 consumables shipped in 2010 compared to 1,205 shipped in 2009. This includes a record 437 consumables shipped during the fourth quarter of 2010, of which 350 were re-orders. The percentage of re-orders increased in 2010 to 77% compared to 64% for 2009, a positive trend reflecting the recurring revenue opportunity once a system is installed. Separately, 1,847 PureGraft consumables were shipped in 2010, a sign that Cytori is penetrating the growing fat grafting market in the United States and abroad.

Net cash used in operations was \$23.6 million in 2010 compared to \$23.8 million in 2009, including \$4.8 million in the fourth quarter of 2010. During the year, there was a decrease in research and development expenses related to clinical trial costs, offset with, among other items, an increase in SG&A, as we expanded our sales efforts worldwide.

Outlook

“Our key initiatives for 2011 will be to drive enrollment in the ADVANCE heart attack trial, seek approval for no option chronic myocardial ischemia patients in Europe, execute our U.S. regulatory and development strategy, and grow the commercial business,” said Christopher J. Calhoun, chief executive officer of Cytori. “The pieces are coming together for accelerating revenue growth, with expanded indications, longer-term data, and pursuit of country level payment in key geographies. We anticipate the impact from recent RESTORE-2 data to have a greater effect on revenue growth toward the latter half of the year.”

About Cytori

Cytori is a leader in providing patients and physicians around the world with medical technologies that harness the potential of adult regenerative cells from adipose tissue. The Celution® System family of medical devices and instruments is being sold into the European and Asian cosmetic and reconstructive surgery markets but is not yet available in the United States. Our StemSource® product line is sold globally for cell banking and research applications. Our PureGraft™ products are available in North America and Europe for fat grafting procedures. www.cytori.com

Cautionary Statement Regarding Forward-Looking Statements

This press release includes forward-looking statements regarding events, trends and business prospects, which may affect our future operating results and financial position. Such statements, including, but not limited to, those regarding our belief in the recurring revenue opportunities for sales of our consumable products, our ability to continue to penetrate the fat grafting market with our PureGraft™ products, our ability to obtain regulatory approval for our products both in the United States and abroad and our ability to accelerate revenue growth, are all subject to risks and uncertainties that could cause our actual results and financial position to differ materially. Some of these risks and uncertainties include, but are not limited to, risks related to our history of operating losses, the need for further financing and our ability to access the necessary additional capital for our business, the quality and effectiveness of our products, the effectiveness of our regulatory and sales and marketing programs, the acceptance of our clinical data, dependence on third party performance, as well as other risks and uncertainties described under the "Risk Factors" in Cytori's Securities and Exchange Commission Filings on Form 10-K and Form 10-Q. We assume no responsibility to update or revise any forward-looking statements to reflect events, trends or circumstances after the date they are made.

Contact:

Tom Baker
+1.858.875.5258
tbaker@cytori.com

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CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2010 (Unaudited)	2009
Assets		
Current assets:		
Cash and cash equivalents	\$ 52,668,000	\$ 12,854,000
Accounts receivable, net of reserves of \$306,000 and of \$751,000 in 2010 and 2009, respectively	2,073,000	1,631,000
Inventories, net	3,378,000	2,589,000
Other current assets	834,000	1,024,000
	58,953,000	18,098,000
Total current assets	58,953,000	18,098,000
Property and equipment, net	1,684,000	1,314,000
Restricted cash and cash equivalents	350,000	—
Investment in joint venture	459,000	280,000
Other assets	566,000	500,000
Intangibles, net	413,000	635,000
Goodwill	3,922,000	3,922,000
	66,347,000	24,749,000
Total assets	\$ 66,347,000	\$ 24,749,000
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable and accrued expenses	\$ 6,770,000	\$ 5,478,000
Current portion of long-term obligations	6,453,000	2,705,000
	13,223,000	8,183,000
Total current liabilities	13,223,000	8,183,000
Deferred revenues, related party	5,512,000	7,634,000
Deferred revenues	4,929,000	2,388,000
Warrant liability	4,987,000	6,272,000
Option liability	1,170,000	1,140,000
Long-term deferred rent	398,000	—
Long-term obligations, net of discount, less current portion	13,255,000	2,790,000
	43,474,000	28,407,000
Total liabilities	43,474,000	28,407,000
Commitments and contingencies		
Stockholders' equity (deficit):		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized; -0- shares issued and outstanding in 2010 and 2009	—	—
Common stock, \$0.001 par value; 95,000,000 shares authorized; 51,955,265 and 40,039,259 shares issued and 51,955,265 and 40,039,259 shares outstanding in 2010 and 2009, respectively	52,000	40,000
Additional paid-in capital	232,819,000	178,806,000
Accumulated deficit	(209,998,000)	(182,504,000)
Treasury stock, at cost	—	—
	22,873,000	(3,658,000)
Total stockholders' equity (deficit)	22,873,000	(3,658,000)
	\$ 66,347,000	\$ 24,749,000
Total liabilities and stockholders' equity (deficit)	\$ 66,347,000	\$ 24,749,000

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Three		For the Years Ended December 31,	
	Months Ended December 31,		2010	
	2010	2009	2010	2009
	<u>(Unaudited)</u>	<u>(Unaudited)</u>	<u>(Unaudited)</u>	<u>2009</u>
Product revenues				
Related party	\$ 9,000	\$ 9,000	\$ 590,000	\$ 591,000
Third party	2,369,000	1,253,000	7,664,000	5,246,000
	<u>2,378,000</u>	<u>1,262,000</u>	<u>8,254,000</u>	<u>5,837,000</u>
Cost of product revenues	<u>1,175,000</u>	<u>749,000</u>	<u>3,908,000</u>	<u>3,394,000</u>
Gross profit (loss)	<u>1,203,000</u>	<u>513,000</u>	<u>4,346,000</u>	<u>2,443,000</u>
Development revenues:				
Development, related party	—	1,590,000	2,122,000	8,840,000
Research grants and other	158,000	26,000	251,000	53,000
	<u>158,000</u>	<u>1,616,000</u>	<u>2,373,000</u>	<u>8,893,000</u>
Operating expenses:				
Research and development	2,661,000	3,226,000	9,687,000	12,231,000
Sales and marketing	3,684,000	2,213,000	11,040,000	6,583,000
General and administrative	3,240,000	3,129,000	12,570,000	10,415,000
Change in fair value of warrants	540,000	3,016,000	(1,285,000)	4,574,000
Change in fair value of option liabilities	(150,000)	(360,000)	30,000	(920,000)
Total operating expenses	<u>9,975,000</u>	<u>11,224,000</u>	<u>32,042,000</u>	<u>32,883,000</u>
Operating loss	<u>(8,614,000)</u>	<u>(9,095,000)</u>	<u>(25,323,000)</u>	<u>(21,547,000)</u>
Other income (expense):				
Interest income	3,000	—	9,000	20,000
Interest expense	(763,000)	(307,000)	(2,052,000)	(1,427,000)
Other income (expense), net	174,000	(79,000)	23,000	(218,000)
Equity loss from investment in joint venture	(53,000)	(9,000)	(151,000)	(44,000)
Total other income	<u>(639,000)</u>	<u>(395,000)</u>	<u>(2,171,000)</u>	<u>(1,669,000)</u>
Net loss	<u>(9,253,000)</u>	<u>(9,490,000)</u>	<u>(27,494,000)</u>	<u>(23,216,000)</u>
Basic and diluted net loss per common share	<u>\$ (0.18)</u>	<u>\$ (0.24)</u>	<u>\$ (0.60)</u>	<u>\$ (0.65)</u>
Basic and diluted weighted average common shares	<u>50,207,187</u>	<u>39,043,024</u>	<u>45,947,966</u>	<u>35,939,260</u>

CONSOLIDATED STATEMENT OF CASH FLOWS

	For the Years Ended December 31,	
	2010	2009
	(Unaudited)	
Cash flows from operating activities:		
Net loss	\$ (27,494,000)	\$ (23,216,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	931,000	1,681,000
Amortization of deferred financing costs and debt discount	703,000	709,000
Warranty provision (reversal)	—	(23,000)
Increase (reduction) in allowance for doubtful accounts	460,000	663,000
Change in fair value of warrants	(1,285,000)	4,574,000
Change in fair value of option liability	30,000	(920,000)
Stock-based compensation	3,055,000	2,649,000
Equity loss from investment in joint venture	151,000	44,000
Increases (decreases) in cash caused by changes in operating assets and liabilities:		
Accounts receivable	(902,000)	(986,000)
Inventories	(777,000)	(446,000)
Other current assets	36,000	41,000
Other assets	(110,000)	75,000
Accounts payable and accrued expenses	811,000	413,000
Deferred revenues, related party	(2,122,000)	(8,840,000)
Deferred revenues	2,541,000	(57,000)
Long-term deferred rent	398,000	(168,000)
Net cash used in operating activities	<u>(23,574,000)</u>	<u>(23,807,000)</u>
Cash flows from investing activities:		
Proceeds from the sale and maturity of short-term investments	—	—
Purchases of short-term investments	—	—
Purchases of property and equipment	(610,000)	(221,000)
Cash invested in restricted cash	(350,000)	—
Investment in joint venture	(330,000)	—
Net cash used in investing activities	<u>(1,290,000)</u>	<u>(221,000)</u>
Cash flows from financing activities:		
Principal payments on long-term obligations	(5,454,000)	(2,053,000)
Proceeds from long-term obligations	20,000,000	—
Debt issuance costs and loan fees	(559,000)	—
Proceeds from exercise of employee stock options and warrants	7,128,000	531,000
Proceeds from sale of common stock	45,486,000	23,196,000
Costs from sale of common stock	(1,923,000)	(1,336,000)
Proceeds from sale of treasury stock	—	3,933,000
Net cash provided by financing activities	<u>64,678,000</u>	<u>24,271,000</u>
Net increase in cash and cash equivalents	39,814,000	243,000
Cash and cash equivalents at beginning of year	<u>12,854,000</u>	<u>12,611,000</u>
Cash and cash equivalents at end of year	<u>\$ 52,668,000</u>	<u>\$ 12,854,000</u>

Shareholder Letter: Year End 2010 Results

Dear Investors,

Cytori's mission is to improve the quality and length of life by providing innovative regenerative therapies to patients. Our primary innovation is a family of products designed for the extraction and concentration of stem and regenerative cells from adipose tissue (ADRCs) at the point-of-care. The lead product is a system known as Celution®, which is being sold in many countries around the world and has already been used in thousands of procedures to improve the lives of patients.

Based on opportunities created by this novel technology, our future is to be one of growth and value creation. After extensively analyzing the state of the business, as well as gaining a thorough and collective understanding of our resources, management has identified three primary areas for creating and capturing value over the next three years. The three strategic initiatives are:

1. Implement our comprehensive sales plan to accelerate annual product revenue growth
2. Mature our cardiovascular pipeline toward targeted market opportunities
3. Achieve U.S. market approval / clearance for our Celution® System

Year in Review

To position ourselves for these important objectives, we achieved several major accomplishments in 2010 and through the beginning of 2011, which include the following:

- Grew product revenues 41% year-over-year - revenue generating units increased by 48 to a cumulative total of 149 and nearly 1,400 consumables were shipped during 2010;
- Reported improved heart function in two cardiovascular disease clinical trials, initiated our pivotal European heart attack trial, and are seeking EU approval for use in no-option chronic myocardial ischemia patients;
- Achieved European approval of the Celution System in breast reconstruction, reported 12 month data from our RESTORE-2 trial and successfully launched PureGraft™ into the U.S. and European plastic and reconstructive surgery markets;
- Made progress toward Celution® System commercialization in the U.S. - multiple submissions are being prepared for FDA approval or clearance of Celution® as part of a comprehensive regulatory strategy intended to achieve market entry; and
- Strengthened our cash and cash equivalents balance to \$52.7 million at the end of 2010 - part of the increase resulted from a \$10 million strategic equity investment from Astellas Pharma that included certain negotiating rights to a potential liver disease partnership.

Cardiovascular Disease – Validates Technology

The benefit of ADRCs in the treatment of heart disease has been reported in two randomized, placebo controlled safety and feasibility trials. We have focused on two cardiac specific applications within the broader vascular market opportunity. The first application is for the initial injury, acute heart attack. The second application is for a subset of the later stage heart failure patient with chronic myocardial ischemia who essentially has no alternatives.

Our acute heart attack therapy program has advanced into a European pivotal trial, targeting the nearly two million patients who present at the hospital each year in Europe with a heart attack. The first site in our ADVANCE acute heart attack trial is up and running and enrolling. We anticipate including up to 35 sites and enrolling up to 375 patients. Enrollment is expected to be complete within 18 to 24 months. The primary endpoint is the reduction of infarct size at six months (the same as APOLLO), which is the most predictive measure for future adverse clinical outcomes such as recurrent heart attack, hospital admission for heart failure, or patient death. Major adverse cardiac and cerebral events (MACCE) will be followed out to 12 months. Additionally, healthcare cost effectiveness data and healthcare utilization metrics are also being collected. All of this data will be used to support reimbursement in Europe for this therapy as well as to design and power a future U.S. Pivotal Trial.

Long-term data from PRECISE, our chronic myocardial ischemia trial, demonstrated statistically significant improvement in heart function, as measured by MAX VO₂ and METS. Statistically significant differences between the cell treated and control group were observed at six months and sustained at least 18 months. It's important to note that MAX VO₂ is a measure of overall cardiovascular fitness, a primary metric for heart transplantation eligibility, a key predictor of one-year survival, and a surrogate marker for clinical outcome.

Based on this data and a strong trend in survival for the treatment group, we are now preparing an application in Europe to expand our CE Mark to include claims for no-option chronic myocardial ischemia patients. More than 2 million of the 5.5 million heart failure patients in the G5 [UK, Germany, France, Spain, Italy] fit this category today. We are actively preparing to obtain this approval and will provide much more detail as we progress through the regulatory process in Europe.

We also intend to conduct a U.S. trial for chronic myocardial ischemia and are currently working on a pre-IDE package to submit to the FDA. We anticipate this will be a 60 to 120 patient feasibility trial and would expect to begin enrolling early next year. There are a number of alternatives, including grant opportunities, that we are evaluating that could fund a significant portion of this trial. We will provide more information over the year as we work with the FDA to define the specific trial design, timeline and budget.

2010 Sales Performance

Product revenues were \$8.3 million for 2010, compared to \$5.8 million for 2009, which includes \$2.4 million in fourth quarter 2010 product sales. Gross profit improved to \$4.3 million for 2010 compared to \$2.4 million in 2009, including \$1.2 million in gross profit in the fourth quarter 2010. Product revenue growth is attributable mostly to increased sales of systems to private pay plastic surgery clinics, academic centers performing independent investigator-initiated studies and the sale of two StemSource® Cell Banks. Toward the end of the year, we also started to see increased impact from PureGraft™ sales worldwide for body contouring procedures.

We ended the year with 149 revenue generating units compared to 101 at the start of year, and shipped 1,392 consumables in 2010 compared to 1,205 in 2009. This includes a record 437 consumables shipped during the fourth quarter of 2010, of which 350 were re-orders. The percentage of re-orders increased substantially in 2010 to 77% compared to 64%, a positive trend that reflects the recurring revenue opportunity once a system is installed. Separately, 1,847 PureGraft™ consumables were shipped in 2010, a sign that we are penetrating the growing fat grafting market in the U.S. and abroad.

2011 Commercial Business Outlook

The word that best describes our outlook for 2011 is momentum. There are a number of factors driving this momentum and we expect them to have positive benefit as their effects continue throughout the year.

Structurally, we have positioned our products into two distinct businesses: Regenerative Medicine and Aesthetics & Banking. Historically, products in Aesthetics & Banking have contributed the most to revenue with a smaller portion attributed to the Regenerative Medicine category, mostly in the form of sales for translational medicine.

The Aesthetics & Banking portfolio is targeting the soft tissue filler market. This includes applications such as fat grafting, breast augmentation, and facial lifting as well as all forms of tissue or cell banking. For 2011, we expect increasing orders in Aesthetics & Banking to remain the primary driver of sales growth with growing consumable orders contributing a greater percentage to our overall revenues.

In Europe, we are shifting our direct sales team's focus toward hospital customers, specifically for breast reconstruction now that the full RESTORE 2 data is available and we received a specific breast reconstruction indication for Celution® in July 2010. In comparison, through much of 2010 our sales force dedicated nearly all of their time calling on private pay plastic surgery clinics.

In the U.S., we expect PureGraft™ to continue to be the lead product for the time being, in addition to lab equipment. We have recently implemented a cost-effective and creative initiative that uses print, radio, TV and social media to support our PureGraft™ customers at a local level, which is having a quantifiably positive return on investment. We will continue these efforts, which are already having an impact on our customers' business and driving consumable utilization.

In Asia Pacific, we expect to continue building both Aesthetics & Banking and Regenerative Medicine. Commercial activities will continue to focus on a mix of translational research and aesthetic surgery. While we anticipate continued revenue growth for StemSource® cell banks, the timing of such commitments and installations can be variable and we view such revenues as upside to the core product sales.

We are also expanding prudently into emerging markets. This effort will, for the most part, focus on our PureGraft™ products through select distributors and become available as local regulatory approvals are received. In India, we are making progress with both Aesthetics and Banking products as well as Regenerative Medicine opportunities and expect to share some of the progress in the near term.

Finally, we anticipate completing development of a next-generation device designed specifically for the private practice setting later this year. We expect to launch this product first in Europe in 2012, followed by the U.S. and Asia Pacific. Our broad, deep and expanding patent position in the area of fat tissue processing and cell-enriched fat grafting provides extensive protection for what we believe to be a significant and growing market for natural soft tissue fill products and procedures. This next generation technology incorporates important feedback from our commercial activities in this area and optimizes nearly every aspect of the cell-enriched natural soft tissue fill procedure, bringing what potentially could become a true game changing portfolio to this market.

U.S. Regulatory Update

After an extensive external analysis by our regulatory advisors and numerous discussions with the FDA, we are confident that the 510(K) pathway remains a viable approach to market clearance with limited claims for our tissue processing technology. As part of an integrated strategy, we have multiple FDA applications under review and in the process of being filed. These consist of a mix of 510(K) filings, an HDE for a congenital condition affecting the soft tissues, and a PMA trial for chronic myocardial ischemia as previously described.

12-Month Milestones

Our key initiatives for 2011 will be to drive enrollment in the ADVANCE heart attack trial, seek approval for no-option chronic myocardial ischemia patients in Europe, execute our U.S. regulatory and development strategy, and grow the commercial business. We believe the pieces are coming together for accelerating revenue growth, with expanded indications, longer-term data, and pursuit of specific country-level payment in Europe. We anticipate the impact of RESTORE-2 data to have a greater effect on revenue growth toward the latter half of the year. Catalysts and milestones that you should be looking for this year to measure our performance include the following:

Advance development pipeline

- Expand CE Mark claims to include no-option chronic myocardial ischemia
- Report 18-Mo APOLLO data
- Expand number of sites and ongoing enrollment of the ADVANCE trial
- Define and prepare to initiate a U.S. clinical trial for chronic myocardial ischemia
- Expand efforts with FDA to gain approval or clearance for Celution®
- CE Mark and European commercial launch for Celution® One
- Complete development of next generation aesthetics device

Growth in Aesthetics & Banking Business

- Increase system installed base and consumable usage rates
- Increase hospital-based customers, with emphasis on breast reconstruction
- Pursue payment for breast reconstruction in Europe;
- Grow PureGraft™ product sales
- Expand selectively into emerging markets

As an investor, you are an integral part in our mission to bring forward the next big movement in healthcare: regenerative medicine. Our enormous research, development, and sales efforts are all geared toward improving patients' lives. To date we estimate our technology has been used in thousands of procedures yet, this is just the beginning of the impact we expect to have. We thank you again for your continued interest and support of Cytori.

Warm Regards,



Christopher J. Calhoun
Chief Executive Officer

Cautionary Statement Regarding Forward-Looking Statements

This shareholder letter includes forward-looking statements regarding events, trends and business prospects, which may affect our future operating results and financial position. Such statements, including, but not limited to, those regarding our ability to increase sales opportunities due to our expansion of Celution® System indications in Europe and increase revenue growth in 2011, our ability to successfully expand commercialization of the PureGraft™ product, our ability to obtain third party and governmental approvals for future clinical trials and reimbursement for our products, our ability to complete enrollment of the ADVANCE trial in 18-24 months, and our ability to complete development of a next-generation cosmetic surgery clinic device, are all subject to risks and uncertainties that could cause our actual results and financial position to differ materially. Some of these risks and uncertainties include, but are not limited to, risks related to our history of operating losses, the need for further financing and our ability to access the necessary additional capital for our business, inherent risk and uncertainty in the protection intellectual property rights, regulatory uncertainties regarding the collection and results of clinical data, uncertainties relating to the success of our sales and marketing programs, changing and unpredictable regulatory environment, and dependence on third party performance, as well as other risks and uncertainties described under the "Risk Factors" in Cytori's Securities and Exchange Commission Filings on Forms 10-K and 10-Q. We assume no responsibility to update or revise any forward-looking statements to reflect events, trends or circumstances after the date they are made.

