

**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 3, 2009**

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 2.02 Results of Operations and Financial Condition

On March 3, 2009, Cytori Therapeutics, Inc. issued a press release announcing its preliminary financial results for the fiscal year ended December 31, 2008, and describing the Company's 2009 sales forecast and strategic goals. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information disclosed under this Item 2.02 in this report, including Exhibit 99.1 hereto, is 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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Cytori Therapeutics, Inc. Press Release, dated March 3, 2009*

* Exhibit 99.1 hereto is 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 3, 2009

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

March 3, 2009

**Cytori Therapeutics Reports Preliminary 2008 Revenues and 2009 Revenue Guidance;
Receives First Celution® Order from GE Healthcare Partnership**

San Diego, CA -- Cytori Therapeutics (NASDAQ: CYTX) today reports 2008 preliminary and unaudited total revenues of \$6.9 million. Celution® System and StemSource® product sales accounted for \$4.5 million of the total. The Company forecasts 2009 product revenues of at least \$10 million. Product revenue in 2009 is expected to be driven primarily by European and Asia-Pacific Celution® System sales to the cosmetic and reconstructive surgery and translational medicine markets. The translational medicine market consists of clinical investigators who purchase systems and consumables for access to clinical grade cells for their own sponsored studies.

Key factors contributing to the 2009 sales forecast include: Celution System orders received in the first two months of 2009, the recent installation of a StemSource Cell Bank in Japan, 2009 sales expectations from Cytori's marketing and distribution partners and emerging customer consumable reorder trends. Revenues may also include contributions from anticipated StemSource Cell Bank orders and sales from complementary cosmetic and reconstructive surgery products to be introduced later this year.

Cytori's marketing and distribution partnership with GE Healthcare is active and contributing to 2009 sales. This quarter, Cytori received its opening order for Celution System devices and consumables from GE Healthcare, trained their European sales force, and both companies are broadly collaborating to grow 2009 sales in key European markets.

Cytori's preliminary and unaudited cash and cash equivalents at the end of 2008 was \$12.6 million, compared to \$11.5 million in cash and cash equivalents at the end of 2007. Full year preliminary and unaudited operating expenses were reduced in 2008 to \$34.8 million compared to \$37.0 million in 2007. Cost reductions in 2008 are mostly attributable to third and fourth quarter reductions in general and administrative and, to a lesser degree, research and development expenses. Cytori expects continued significant reduction in total operating expenses in 2009

2009 milestones and goals for Cytori include the following:

- Exceed global Celution® System and StemSource sales targets
- Expand global distribution network and related sales impact
- Expand Celution® System product claims and reimbursement in Europe
- Complete enrollment and report preliminary results from the RESTORE II breast reconstruction study
- U.S. product launch of key complementary cosmetic and reconstructive surgery products
- Finalize U.S. regulatory and clinical development and regulatory strategy
- Complete enrollment in cardiovascular studies (PRECISE & APOLLO)

The 2008 financial numbers are disclosed in this release as preliminary while Cytori's management completes its review of year end results.

About Cytori

Cytori Therapeutics, Inc. is commercializing cutting edge medical technologies, which enable physicians to practice regenerative medicine. The Company's main product is the Celution® System, a device for processing a patient's own stem and regenerative cells at the bedside. Cytori is currently selling its Celution® System into the cosmetic and reconstructive surgery market in Europe and Asia. In addition, the Company is offering the Celution® System to hospitals in Europe and Asia to perform cell-based translational research, and selling stem and regenerative cell banking equipment globally to allow hospitals and tissue banks to cryopreserve patients own cells for future use.

Because regenerative medicine touches nearly every medical discipline, Cytori's product pipeline spans cardiovascular disease, renal failure, orthopedic damage, gastrointestinal disorders, and pelvic health conditions, among others. www.cytoritx.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 forecasts for 2009 product revenues, anticipated continued reduction in operating expenses for 2009, our product revenue drivers, our sales expectations from our marketing and distribution partners, customer consumable reorder trends, anticipated StemSource Cell Bank orders, and our ability to introduce complementary cosmetic and reconstructive surgery products in 2009, are subject to risks and uncertainties that could cause our actual results and financial position to differ materially. Some of these risks and uncertainties include our history of operating losses, the need for further financing, regulatory uncertainties regarding the collection and results of, clinical data, dependence on third party performance, and other risks and uncertainties described under the "Risk Factors" in Cytori's Securities and Exchange Commission Filings. We assume no responsibility to update or revise any forward-looking statements to reflect events, trends or circumstances after the date they are made.

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