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): **November 3, 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))

Item 2.02 Results of Operations and Financial Condition

On November 3, 2011 Cytori Therapeutics, Inc. (Company) issued a press release announcing its financial results for the third quarter ended September 30, 2011. 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 has posted further insight into those results of operations in an open letter to its stockholders and other interested parties in the blog on the Investor Relations section of its website. A copy of the letter is attached hereto as exhibit 99.2.

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 November 3, 2011*
99.2	Cytori Therapeutics, Inc. Shareholder Letter, dated November 3, 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: November 3, 2011

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

November 3, 2011

Cytori Reports Third Quarter Business Update and Financial Results

San Diego, CA -- Cytori Therapeutics (NASDAQ: CYTX) today is reporting its third quarter 2011 business update and financial results.

Product revenues for the third quarter of 2011 increased to $2.1 million, compared to $1.5 million in the third quarter of 2010. Gross profit increased to $1.2 million with a gross margin of 56% in the third quarter of 2011, compared to a gross profit of $0.6 million and a gross margin of 39% in the third quarter of 2010.

Net cash used in operating activities improved to $7.9 million in the third quarter of 2011 from $9.0 million in the second quarter of 2011. Third quarter 2011 operating expenses, excluding related to the change in the fair value of the warrant and option liabilities were $10.0 million, compared with $10.9 million in the second quarter of 2011. At the end of the third quarter, Cytori had $40.8 million in cash and cash equivalents and $2.0 million in accounts receivable.

“In the third quarter, we improved our cash position, reduced operating expenses and favorably amended our loan facility led by GE Capital,” said Mark E. Saad, chief financial officer. “The equity agreement with Seaside 88 was an important factor in achieving the amended loan terms which significantly extended maturity and deferred principal payments. Expenses improved in Q3 compared to Q2, with reductions sales and marketing costs that reflect more targeted sales efforts.”

“This quarter, we made progress building market access for our lead breast reconstruction and cardiovascular therapies,” said Christopher J. Calhoun, chief executive officer. “We also continued to generate revenues from a mix of products sold principally into the translational research and cosmetic surgery markets. Operationally, we are focused on ensuring revenue is achieved in a regionally profitable manner and lowering our cash utilization rate. This is reflected in the reduction in net cash used in operating activities during the quarter.”

Recent progress to establish European market access for breast reconstruction includes:

- Final 12-month RESTORE 2 trial results presented in September at the Oncoplastic Reconstructive Breast Society meeting in the UK
- Final manuscript completed for the RESTORE 2 trial and under peer-review for publication
- Favorable economic assessment of Celution® from NHS National Innovation Centre (NIC) in the UK
- Inclusion of breast reconstruction therapy in joint British surgical, reconstructive and aesthetic society guidelines

Progress in our cardiovascular pipeline includes:

- Completed US chronic myocardial ischemia pre-IDE meeting with FDA
- US IDE/PMA pilot (Phase I/II) application submission expected Q4 2011
- EU notified body application for ‘no option chronic heart disease’ indications-for-use submitted, under evaluation
- EU pivotal (Phase II/III) prospective acute myocardial infarction trial (ADVANCE) initiated
- Final manuscript completed for APOLLO trial and under peer-review for publication

Conference Call Information and Shareholder Letter

Cytori will host a management conference call at 5:00 p.m. Eastern Time today to further discuss these results. The live audio webcast of the conference call may be accessed under "Webcasts" in the Investor Relations section of Cytori's website (http://ir.cytoritx.com). The webcast will be available live and by replay two hours after the call and archived for one year. More details on our business are contained in the ‘November 2011 Shareholder Letter' which is posted on the homepage of our investor relations website.

About Cytori

Cytori is a leader in cell therapy, 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 in multiple countries 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 ongoing efforts to build market access for breast reconstruction and cardiovascular therapies, to ensure that revenues are achieved in a regionally profitable manner, and to lower our quarterly cash utilization rate, 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 quality and

acceptance of our clinical data, dependence on third party performance and the risk of natural disasters and other occurrences that may disrupt the normal business cycles in areas of our global operations, as well as other risks and uncertainties described under the "Risk Factors" section 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.

CYTORI THERAPEUTICS, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS
(UNAUDITED)

	As of September 30, 2011	As of December 31, 2010
Assets		
Current assets:		
Cash and cash equivalents	$ 40,803,000	$ 52,668,000
Accounts receivable, net of reserves of $265,000 and $306,000 in 2011 and 2010, respectively	1,967,000	2,073,000
Inventories, net	4,153,000	3,378,000
Other current assets	702,000	834,000
Total current assets	47,625,000	58,953,000
Property and equipment, net	1,788,000	1,684,000
Restricted cash and cash equivalents	350,000	350,000
Investment in joint venture	306,000	459,000
Other assets	1,330,000	566,000
Intangibles, net	247,000	413,000
Goodwill	3,922,000	3,922,000
Total assets	$ 55,568,000	$ 66,347,000
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 6,374,000	$ 6,770,000
Current portion of long-term obligations	69,000	6,453,000
Total current liabilities	6,443,000	13,223,000
Deferred revenues, related party	4,281,000	5,512,000
Deferred revenues	5,118,000	4,929,000
Warrant liability	1,273,000	4,987,000
Option liability	1,850,000	1,170,000
Long-term deferred rent	468,000	398,000
Long-term obligations, net of discount, less current portion	24,209,000	13,255,000
Total liabilities	43,642,000	43,474,000
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.001 par value; 5,000,000 shares authorized; -0- shares issued and outstanding in 2011 and 2010	-	-
Common stock, $0.001 par value; 95,000,000 shares authorized; 54,834,683 and 51,955,265 shares issued and 54,834,683 and 51,955,265 shares outstanding in 2011 and 2010, respectively	55,000	52,000
Additional paid-in capital	247,413,000	232,819,000
Accumulated deficit	(235,542,000)	(209,998,000)
Total stockholders' equity	11,926,000	22,873,000
Total liabilities and stockholders' equity	$ 55,568,000	$ 66,347,000

CYTORI THERAPEUTICS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(UNAUDITED)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
Product revenues:				
Related party	$ —	$ 581,000	$ —	$ 590,000
Third party	2,134,000	938,000	5,908,000	5,286,000
	2,134,000	1,519,000	5,908,000	5,876,000
Cost of product revenues	942,000	920,000	2,893,000	2,733,000
Gross profit	1,192,000	599,000	3,015,000	3,143,000
Development revenues:				
Development, related party	—	—	1,231,000	2,122,000
Research grant and other	5,000	65,000	19,000	93,000
	5,000	65,000	1,250,000	2,215,000
Operating expenses:				
Research and development	2,830,000	2,480,000	8,948,000	7,026,000
Sales and marketing	3,618,000	2,932,000	10,560,000	7,356,000
General and administrative	3,538,000	3,060,000	11,230,000	9,331,000
Change in fair value of warrant liability	(1,536,000)	1,803,000	(3,714,000)	(1,824,000)
Change in fair value of option liability	570,000	(20,000)	680,000	180,000
Total operating expenses	9,020,000	10,255,000	27,704,000	22,069,000
Operating loss	(7,823,000)	(9,591,000)	(23,439,000)	(16,711,000)
Other income (expense):				
Interest income	3,000	3,000	7,000	6,000
Interest expense	(489,000)	(759,000)	(1,923,000)	(1,288,000)
Other income (expense), net	25,000	(27,000)	(36,000)	(152,000)
Equity loss from investment in joint venture	(51,000)	(43,000)	(153,000)	(98,000)
Total other expense	(512,000)	(826,000)	(2,105,000)	(1,532,000)
Net loss	$ (8,335,000)	$ (10,417,000)	$ (25,544,000)	$ (18,243,000)
Basic and diluted net loss per common share	$ (0.15)	$ (0.23)	$ (0.48)	$ (0.40)
Basic and diluted weighted average common shares	53,900,250	45,905,580	52,775,861	45,185,774

CYTORI THERAPEUTICS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Nine Months Ended September 30,	
	2011	**2010**
Cash flows from operating activities:		
Net loss	$ (25,544,000)	$ (18,243,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	621,000	772,000
Amortization of deferred financing costs and debt discount	471,000	449,000
Provision for doubtful accounts	274,000	428,000
Change in fair value of warrant liability	(3,714,000)	(1,824,000)
Change in fair value of option liability	680,000	180,000
Share-based compensation expense	2,578,000	2,294,000
Equity loss from investment in joint venture	153,000	98,000
Increases (decreases) in cash caused by changes in operating assets and liabilities:		
Accounts receivable	(168,000)	(452,000)
Inventories	(775,000)	(476,000)
Other current assets	132,000	(104,000)
Other assets	(764,000)	(64,000)
Accounts payable and accrued expenses	(396,000)	(72,000)
Deferred revenues, related party	(1,231,000)	(2,122,000)
Deferred revenues	189,000	29,000
Long-term deferred rent	70,000	302,000
Net cash used in operating activities	(27,424,000)	(18,805,000)
Cash flows from investing activities:		
Purchases of property and equipment	(458,000)	(473,000)
Cash invested in restricted cash	—	(350,000)
Investment in joint venture	—	(330,000)
Net cash used in investing activities	(458,000)	(1,153,000)
Cash flows from financing activities:		
Principal payments on long-term debt	(4,460,000)	(5,454,000)
Proceeds from long-term debt	9,444,000	20,000,000
Debt issuance costs and loan fees	(719,000)	(559,000)
Proceeds from exercise of employee stock options and warrants	2,849,000	7,050,000
Proceeds from sale of common stock and warrants	9,038,000	17,314,000
Costs from sale of common stock and warrants	(135,000)	(518,000)
Net cash provided by financing activities	16,017,000	37,833,000
Net increase (decrease) in cash and cash equivalents	(11,865,000)	17,875,000
Cash and cash equivalents at beginning of period	52,668,000	12,854,000
Cash and cash equivalents at end of period	$ 40,803,000	$ 30,729,000

Cytori Cell Therapy Third Quarter Business Update

Dear Shareholders,

We manage our business across three areas: 1) clinical development pipeline 2) the commercial business, and 3) partnering and licensing. In this letter, we discuss how we made progress during the third quarter building market access for our cardiovascular and breast reconstruction therapies, our revenue performance, and our management of expenses.

Breast Reconstruction

Our priority for establishing market access for breast reconstruction is pursuit of reimbursement in Europe, approval and reimbursement in Japan, and approval and reimbursement in other select countries around the world.

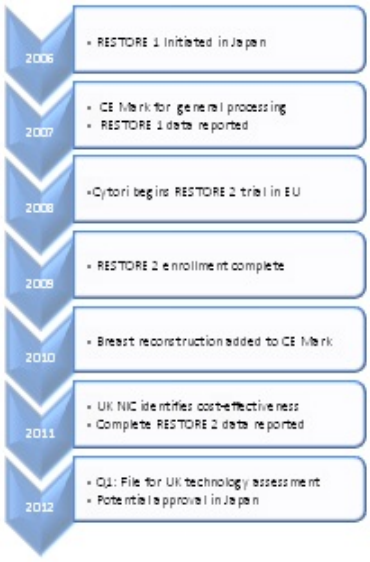
In Europe, we are initially targeting the G5 countries, starting in the UK. We are well into a multiyear process, which in Europe, starts with regulatory approval, followed by data, such as that from RESTORE 2, utilization, and ultimately reimbursement (Table 1).

Year-to-date, 1) Celution® received a favorable cost-effectiveness assessment from the British National Innovation Center (NIC) who recommends new technologies to the National Institute for Health and Clinical Excellence (NICE), which is responsible for medical guidelines and reimbursement, 2) reported 12-month outcomes in September for the RESTORE 2 trial before the audience at the British Oncoplastic surgery meeting, 3) submitted the manuscript for the RESTORE 2 trial data, and 4) had our technology included in the joint guidelines issued by the leading plastic, reconstructive and breast surgery societies in the UK.

Our next step in the UK is to apply in the first quarter of 2012 to the advisory committee to NICE. The advisory committee provides formal product specific certification of clinical and economic benefit. This process typically takes nine to 12 months. A positive outcome will facilitate use of the Celution® System and related consumables for breast reconstruction across the UK in both private and National Healthcare System hospitals.

Related efforts are underway in the other G5 countries and we will provide further details as tangible and reportable developments occur.

Approval of the Celution® device for breast reconstruction is also being sought in Japan. We have submitted for approval to MHLW and the application is under review.



Cardiovascular Disease

US Chronic Myocardial Ischemia (CMI) Trial

In the third quarter, we had a Pre-IDE meeting with the FDA in which we presented our pre-clinical and clinical package and proposed a general outline for a prospective, randomized, double-blind, placebo-controlled pilot (phase I/II) trial. The Pre-IDE application will be submitted in the fourth quarter of 2011.

Chronic Myocardial Ischemia CE Mark

In the second quarter of 2011 we submitted an application to expand our CE MARK to include treatment of no-option chronic myocardial ischemia (CMI). Cytori is engaged in an active dialogue with our European regulatory body. Based on feedback from regulatory officials, there appear to be no meaningful barriers to approval. CE Mark cardiac claims would allow Cytori to expand clinical use and market access initiatives for Celution® in CMI no-option patients in Europe and the other countries that recognize the CE Mark.

European Heart Attack Trial (ADVANCE)

The ADVANCE European pivotal (Phase II/III) acute heart attack trial has four centers initiated and 14 centers in process. We anticipate including up to 35 centers. Our current focus is securing country approvals followed by site initiation. Aggressive patient enrollment will commence once a critical mass of trial centers are up and running.

US Regulatory

In the U.S., our priority is the IDE/PMA ATHENA no option chronic myocardial infarction trial. This trial is intended to be a prospective, placebo-controlled, pilot (Phase I/II) trial. We continue to pursue additional indications through the 510(k) and humanitarian use device pathways.

Commercial Business

We market a portfolio of products in three major categories today: Systems and tissue banks, consumables, and ancillary products. These products are marketed in multiple geographies with limited regulatory approval and no formal reimbursement.

Systems and banks are capital expense items and therefore subject to sales cycles of 12 to 24 months. Consumables benefit from much shorter sales cycles and, without reimbursement, are limited by institutional discretionary and private pay economics.

Based on our core goal of addressing major medical markets, we have shifted our resources to cardiovascular disease and soft tissue indications. Operationally, we restructured for profitable revenue growth and to build market access for our lead indications.

Near-term growth to come from multiple sources

- Cell & tissue banks
- New academic research centers conducting investigator-initiated trials
- Advancement of previously completed investigator-initiated trials to next phase of development
- Breast reconstruction
- Elective aesthetic indications where we have existing approvals

Investigator-Initiated Trials in Japan

- Four approved clinical trials using Celution® under MHLW stem cell guidelines
- Identifying potential new indications
- Positioned to attract more academic centers
- Source of revenue

A total of 176 systems, including seven banks, have been shipped as of the end of the third quarter of 2011. In this quarter, 224 consumables were shipped including 129 system consumable reorders. In addition, 883 PureGraft™ units were shipped. As previously discussed, we shifted our commercial focus starting in mid-2010 from opportunistic and cosmetic clinic sales, which tend to have a higher associated cost of sales and lower price point, to more profitable hospital-based sales. Today, we estimate 20% of the systems shipped currently drive approximately 80% of consumable utilization.

We are in the process of organizing and managing the commercial business toward profitability. Our goal will be to have this business unit provide positive contribution margin to the corporation as soon as possible. We will provide more detail on our plans and timing in our 2011 Year End Results conference call.

Cytori-Olympus Joint Venture

Cytori has a long-standing relationship with Olympus Corporation. We have a joint venture company titled the Olympus-Cytori Joint Venture, which owns the manufacturing rights to the Celution® platform, including both the device as well as the consumables. Despite the recent events at Olympus, our operating relationship remains unchanged and unaffected. We will continue to monitor the developing situation at Olympus in the event there may be any material changes that might affect our working relationship. We have numerous contingencies planned and in place to protect our business interests, should the situation materially change.

Celution® One

We submitted a CE Mark application for the next-generation Celution® One System in August of 2010. While the process has taken longer than anticipated, we do not know of any outstanding issue or barrier and expect CE Mark approval will be achieved. This filing is a reminder about the complexity of such an application, the careful consideration given to these applications and the potential barriers to entry that it can support.

Financials

In the third quarter, we improved our cash position, reduced operating expenses and favorably amended our loan facility led by GE Capital. The equity agreement with Seaside 88 was an important factor in achieving the amended loan terms, which significantly extended maturity and deferred principal payments. Expenses improved in Q3 2011 compared to Q2 2011, with reductions in sales and marketing and G&A costs.

We ended the quarter with $ 40.8 million in cash and equivalents and $2.0 million in accounts receivable. Net cash used in operating activities for the third quarter of 2011 was $7.9 million, compared to $9.0 million in the second quarter of 2011 and $10.5 million in the first quarter of 2011. We will continue to contain or reduce operating expenses in a manner that does not disrupt our clinical, regulatory, market access and strategic goals. Multiple initiatives are underway to continue to improve gross margin. Recent margin gains are due in part to improved product mix, pricing decisions, reduced manufacturing costs, and supply chain management.

Outlook

We have actively moved the business forward this year, achieved several milestones that support our market access and advance our product pipeline.

Recent progress to establish European market access for breast reconstruction includes:

· Final 12-month RESTORE 2 trial results presented in September at the UK Oncoplastic Reconstructive Breast Society meeting

· Final manuscript completed for the RESTORE 2 trial and under peer-review for publication

· Favorable economic assessment of Celution® from NHS National Innovation Centre (NIC) in the UK

· Inclusion of breast reconstruction therapy in joint British surgical, reconstructive and aesthetic society guidelines

Progress in our cardiovascular pipeline includes:

· Completed US chronic myocardial ischemia pre-IDE meeting with FDA

· US IDE/PMA pilot (Phase I/II) application submission expected Q4 2011

· EU notified body application for ‘no option chronic heart disease’ indications-for-use submitted, under evaluation

· EU pivotal (Phase II/III) prospective acute myocardial infarction trial (ADVANCE) initiated

· Final manuscript completed for APOLLO trial and under peer-review for publication

Future milestones include:

- Decision on Celution® One CE Mark in Q4 2011
- Submit Pre-IDE application to FDA in Q4 2011
- Apply for breast reconstruction technology evaluation in UK Q1 2012
- Receive decision on CE Mark for chronic myocardial ischemia by end of Q1 2012

Developing innovative new products and creating new markets takes time and capital. We are constantly working to balance the investments in product and clinical development with the investment in market creation. We are building to a point of market access, focused on achieving the three required elements, which are clinical data, indications-for-use and reimbursement. Cell therapy will have a profound effect on the practice of medicine and on restoring patient's lives. Cytori has established itself as the leading brand in bringing cell therapy to doctors and patients around the world today. We are executing on our business plan and on our mission to help patients. Thank you again for your support.

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 revenue growth and reduce our cash burn rate, obtain European cardiac claims and reimbursement, obtain reimbursement in select European countries for soft tissue repair, obtain CE Mark approval for Celution® One, complete enrollment in the ADVANCE trial, complete trial design and initiate enrollment in the ATHENA trial, expand growth in PureGraft™ product sales, and complete a strategic corporate partnership, 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, dependence on third party performance and, the risk of natural disasters and other occurrences that may disrupt the normal business cycles in areas of our global operations, 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.