

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Naughton Gail K</u>			2. Issuer Name and Ticker or Trading Symbol <u>CYTORI THERAPEUTICS, INC. [CTYX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/28/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
3020 CALLAN ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN DIEGO CA 92121								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Subscription Rights (Right to Buy)	\$1,000	11/28/2017		X			1	11/02/2017	11/21/2017	see footnote ⁽¹⁾	(1)	0	D	
Series B Preferred Stock	\$0.3333	11/28/2017		X		1		11/28/2017	(2)	Common Stock	(1)	1	D	
Warrants (Right to Buy)	\$0.3333	11/28/2017		X		1,800		(3)	05/28/2020	Common Stock	(1)	1,800	D	

Explanation of Responses:

- The preferred stock and the warrants reported on this Form 4 were acquired pursuant to the exercise of subscription rights previously distributed by Cytori Therapeutics, Inc. (the "Company") to all holders of the Company's common stock on October 27, 2017. The subscription rights entitled each recipient to purchase units ("Units"). Each Unit consists of one share of the Company's Series B Preferred Stock (convertible into 3,000 shares of the Company's common stock) and 1,800 warrants, with each warrant representing the right to purchase one share of the Company's common stock. The purchase price for each Unit was \$1,000.
- The Series B Preferred Stock has no expiration date.
- Each warrant entitles the holder to purchase one share of the Company's common stock at an exercise price of \$0.3333 per share from the date the Company receives stockholder approval of an amendment to its certificate of incorporation to increase its authorized shares of common stock through May 28, 2020.

Remarks:

Tiago Girao, By Power of Attorney For: Gail Naughton 11/29/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.