

**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): **April 30, 2008**

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 8.01**Other Events**

On April 30, 2008, we received \$6,000,000 cash and issued 1,000,000 shares of unregistered Cytori common stock to Green Hospital Supply, Inc. pursuant to our Common Stock Purchase Agreement dated February 8, 2008 and amended February 29, 2008 (the "Purchase Agreement"). As previously reported, the sale of the first 1,000,000 shares under the Purchase Agreement was consummated on February 29, 2008. A copy of the press release announcing the April 30 second closing is attached hereto as Exhibit 99.1.

There were no underwriting discounts or commissions payable in respect of this sale, and Cytori relied on the Section 4(2) exemption from the Securities Act's registration requirements given Green is an existing investor in Cytori and is the only purchaser under the Purchase Agreement.

Item 9.01**Financial Statements and Exhibits****(d) Exhibits**

99.1 Cytori Therapeutics, Inc. Press Release, dated April 30, 2008

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: May 2, 2008

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

Cytori Closes 2nd Half of \$12 Million Equity Agreement with Green Hospital Supply

April 30, 2008, San Diego, CA - -- Cytori Therapeutics (NASDAQ: CYTX) received the second \$6.0 million payment from Green Hospital Supply, Inc. (TOKYO: 3360) in exchange for 1 million shares of Cytori common stock. This was the final installment of a \$12 million equity agreement entered into on February 8, 2008 for the sale of 2.0 million shares of unregistered Cytori common stock.

Cytori received the first \$6 million payment on February 29, 2008, and issued 1 million shares to Green Hospital Supply at that time. Under the equity agreement, Green Hospital Supply was also granted a non-voting observer seat on Cytori's board of directors.

Green Hospital Supply now owns 3.0 million shares of Cytori stock.

Cytori Therapeutics

Cytori Therapeutics' (NASDAQ:CYTX) goal is to be the global leader in regenerative medicine. The company is dedicated to providing patients with new options for reconstructive surgery, developing treatments for cardiovascular disease, and banking patients' adult stem and regenerative cells. The Celution[®] 800 System is being introduced in Europe into the reconstructive surgery market while the Celution[™] 900 System will be launched in Asia-Pacific for cryopreserving a patient's own stem and regenerative cells. Clinical trials are ongoing in cardiovascular disease and planned for spinal disc degeneration, gastrointestinal disorders, and other unmet medical needs. 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 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 Therapeutics' 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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