

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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|--|------------------|-----------|--|--------|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>KESTEN STEVEN</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>CYTORI THERAPEUTICS, INC. [CYTX]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Exec VP and Chief MO</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2016</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| <u>3020 CALLAN ROAD</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | <u>SAN DIEGO</u> | <u>CA</u> | <u>92121</u> | (City) | | | | |

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 | | | |
| Common Stock | | | | | | | | 400 | I | By Family Trust ⁽¹⁾ |
| Common Stock | 06/15/2016 | | X | | 200 | A | (2) | 3,481 | D | |

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 | | | | | | Title |
| Subscription Rights (Right to Buy) | \$2.55 | 06/15/2016 | | X | | 200 | | 05/26/2016 | 06/10/2016 | See Footnote ⁽²⁾ | 200 | \$0 | 0 | D | |
| Warrants (Right to Buy) | \$3.06 ⁽³⁾ | 06/15/2016 | | X | | 100 | | 06/15/2016 | 12/14/2018 | Common Stock | 100 | (2) | 100 | D | |

Explanation of Responses:

- Shares held directly by Steven Kesten and Barbara Mary Kesten, trustees of The Kesten Living Trust Dated January 31, 2002, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees.
- The common 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. The subscription rights entitled each recipient thereof to purchase units ("Units"). Each Unit consists of one share of the Company's common stock and 0.5 of a warrant, with each warrant representing the right to purchase one share of the Company's common stock. The purchase price for each Unit was \$2.55.
- Each warrant entitles the holder to purchase one share of the Company's common stock at an exercise price of \$3.06 from the date of issuance through December 14, 2018.

Jeremy Hayden, By Power of Attorney For: Steven Kesten 06/15/2016
 ** 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.