

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): **October 29, 2013**

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))
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Item 1.01**Entry Into a Material Definitive Agreement**

On October 29, 2013 (the “**Effective Date**”), we entered into a Common Stock Purchase Agreement to sell 8,000,000 shares of our unregistered common stock (the “**Shares**”) to Lorem Vascular Pty. Ltd, a company organized under the laws of Australia (“**Lorem Vascular**”), for \$24,000,000 cash in a private placement (“**Purchase Agreement**”). Pursuant to the terms of the Purchase Agreement, we granted Lorem Vascular the right to appoint one designated individual to serve on our Board of Directors. In addition, we have agreed to file a registration statement with the Securities and Exchange Commission to register the Shares for resale promptly after closing of the sale. The Closing of the purchase of the Shares will take place in two parts, with the first four million shares being paid and transferred within seven business days of the Effective Date, and the remaining four million shares being paid and transferred within sixty calendar days of the Effective Date.

The sale of the Shares has not been registered under the Securities Act of 1933, as amended (the “**Securities Act**”). The issuance of the Shares is a private placement to an “accredited investor” and is exempt from registration under Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder. The Shares may not be offered or sold in the United States absent registration or exemption from the Securities Act and any applicable state securities laws.

On October 29, 2013, we entered into a License and Supply Agreement with Lorem Vascular whereby we exclusively licensed Lorem all rights to market and sell the Company Products for all Markets within the countries of China, Hong Kong, Australia, Malaysia and Singapore, excluding only the Cosmetic Market and the rights for Alopecia (hair loss). The term of the agreement is thirty years. Lorem Vascular will pay us license fees on its gross revenues up to a maximum amount of \$500 million dollars in license fees. The license fees are payable over time based upon Lorem Vascular’s achievement of gross revenue milestones in the amount of \$50 million. At each such milestone, Lorem shall pay us a license fee of \$10 million until the maximum payable license fees are reached.

As a part of the License and Supply Agreement, we have also agreed to supply Lorem with all of their requirements for our products based on fixed product transfer pricing. Lorem has agreed to purchase eight (8) Celution Devices and four hundred (400) consumable sets promptly after execution of the License and Supply Agreement, and to purchase an additional twenty three (23) Celution Devices and one thousand one hundred (1,100) Consumable Sets promptly upon receipt of regulatory approval in China.

The foregoing descriptions of the Purchase Agreement and the License and Supply Agreement, and the transactions contemplated thereby do not purport to be complete and are subject to, and qualified in their entirety by reference to, the full text of the Purchase Agreement and the License and Supply Agreement, which the Company will file as exhibits to its Annual Report on Form 10-K for the year ended December 31, 2013.

We issued a press release announcing our entry into the Purchase Agreement and the License and Supply Agreement, a copy of which is filed as Exhibit 99.1 to this Form 8-K.

Item 3.02**Unregistered Sale of Equity Securities**

The information set forth in the first two paragraphs in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated November 4, 2013

EXHIBIT INDEX

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99.1	Press Release dated November 4, 2013



November 4, 2013

Cytori Licenses Asia-Pacific Cardiovascular, Renal & Diabetes Markets to Lorem Vascular for up to \$531 Million

Cytori to Receive \$31 Million Upfront in Equity and Initial Purchase Commitments

SAN DIEGO, HONG KONG, BEIJING, MELBOURNE -- [Cytori Therapeutics](#) (NASDAQ: CYTX) and Lorem Vascular today announced a partnership to commercialize Cytori Cell Therapy for the cardiovascular, renal and diabetes markets in China, Hong Kong, Malaysia, Singapore and Australia. Under the agreement, Lorem Vascular committed to pay up to \$531 million in license fees, opening product purchase commitments and Cytori equity purchases. [Cytori Cell Therapy](#) is derived from the Company's Celution® System, which enables access to a patient's own adipose-derived regenerative cells (ADRCs) at the point-of-care.

Lorem Vascular will pay up to \$500 million in fees for a 30-year exclusive license to Cytori Cell Therapy for all indications, excepting alopecia and aesthetics, in the licensed territories in the form of revenue milestones. In addition, Lorem Vascular agrees to purchase the Cytori Celution® System and consumables under a product supply agreement. Cytori will receive \$24 million in exchange for 8 million shares of Cytori common stock at \$3.00 per share. Equity purchased will be closed in two installments; a \$12 million payment that will be paid within 7 days and a second \$12 million payment that will be made within 60 days. In addition, Lorem Vascular will order \$7 million in Celution® devices and consumables with a \$2 million order placed immediately and a \$5 million order to be placed following regulatory approval in China. Lorem and Cytori have implemented a regulatory plan in China and anticipate approval in 2014. One board seat will be granted to Mr. K.T. Lim, Chairman of Lorem Vascular.

"Cytori Cell Therapy will transform the way healthcare addresses the most costly and insidious diseases impacting healthcare today and well into the future," said Mr. K.T. Lim. "This therapy represents a front-line treatment modality that will serve as the centerpiece of our cardiovascular, renal and diabetes commercial activities across the region. Lorem Vascular will initiate an immediate launch in Hong Kong, Singapore and Australia. A subsequent launch in China and Malaysia is planned in 2014, pending regulatory approvals."

"Through this agreement with Lorem Vascular, we have secured a committed partner to bring Cytori Cell Therapy to patients in countries where we have recently received, or are in the process of achieving, regulatory approval," said Christopher J. Calhoun, Chief Executive Officer of Cytori. "With the Celution® System now approved and available in more than 40 countries, we are uniquely positioned to expand our cell therapy brand by being first-to-market with cell therapy products in new geographies around the world. Lorem Vascular brings to Cytori the required resources, market knowledge, dedication and focus to commercialize this innovative treatment and pioneer the introduction of cell therapy products for patients with the most serious conditions."

More than 230 million Chinese have a form of Cardiovascular Disease (CVD) which is the country's leading cause of death, accounting for more than 40% of all deaths, or three million people per year. This translates to one death every ten seconds from CVD in China. According to recent estimates, due to population growth and aging, the number of annual CVD events in China is projected to increase by more than 50% during the next decade and a half. The growing worldwide prevalence of diabetes is one of the contributing factors to increasing rates of vascular diseases, as they are common co-morbidities of diabetes.

"Expanding in emerging markets throughout the world is critical to our mission and growth and partnerships such as this are a key driver of our approach," said David Oxley, Vice President for Emerging Markets at Cytori. "China is one of the three largest and highest value medical markets in the world. A market penetration of less than 5% of the cardiovascular market alone represents millions of patients treated in the next thirty years, a multiple of billions in cost savings to the People's Republic of China, and a transformation in the quality and standard of care. Today's announcement with Lorem Vascular marks the beginning of an important partnership in transforming healthcare and will create long-term shareholder value."

About Cytori Cell Therapy and the Celution® System

Cytori Cell Therapy is derived from the Company's Celution® System, an innovative and proprietary medical device that enables access to a patient's own adipose (fat tissue)-derived regenerative cells at the point-of-care for a range of injuries and conditions. Adipose tissue is considered the richest source of regenerative cells in the body. These cells are comprised of a heterogeneous population of cells, which are collectively referred to as ADRCs. The heterogeneous nature of Cytori Cell Therapy and ADRCs are believed to contribute to the healing process via multiple mechanisms, which include cell-to-cell signaling, supporting improved blood flow and regulation of the inflammatory response.

About Cytori

Cytori Therapeutics is developing cell therapies based on autologous adipose-derived regenerative cells (ADRCs) to treat cardiovascular disease and other medical conditions. Our scientific data suggest ADRCs improve blood flow, moderate the inflammatory response and keep tissue at risk of dying alive. As a result, we believe these cells can be applied across multiple “ischemic” conditions. These therapies are made available to the physician and patient at the point-of-care by Cytori’s proprietary technologies and products, including the Celution System product family. www.cytori.com

About Lorem Vascular

Lorem Vascular will be a leader in cardiovascular care with world-class regenerative medicine therapy. Headquartered in Beijing, with offices in Hong Kong, Kuala Lumpur, Singapore, and Melbourne, Lorem Vascular is committed to advancing patient care by transforming the treatment of cardiovascular disease by providing access to innovative medical technology to facilitate regenerative medicine, hospital and physician training and continuing medical education. The Company offers a cutting-edge regenerative medicine platform for treating such things as peripheral vascular disease, acute myocardial infarction and chronic heart disease. Our flagship platform is the market-leading Celution® System developed by Cytori Therapeutics (USA). www.loremvascular.com

Cautionary Statement Regarding Forward-Looking Statements

This communication 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 obtain regulatory approvals in China and other countries in the specified timeframe, and Lorem Vascular’s ability to successfully launch the Celution® platform in China, Hong Kong, Malaysia, Singapore and Australia in the timeframes indicated 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 the challenges inherent in Lorem Vascular convincing physicians and patients to adopt the new technology, regulatory uncertainties, dependence on third party performance, and 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. Cytori assumes no responsibility to update or revise any forward-looking statements contained in this press release to reflect events, trends or circumstances after the date of this press release.

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