Issuer Free Writing Prospectus Filed Pursuant to Rule 433 Registration Statement No. 333-219967 October 18, 2017



Cytori Therapeutics Investor Presentation October 2017

Forward-Looking Statements & Disclaimers

The forward-looking statements included in this presentation, involve known and unknown risks that relate to future events or our future financial performance and the actual results could differ materially from those discussed in this presentation. Some of those forward-looking statements include statements regarding: our financial condition and prospects; the expected reduction in operating expenses following our restructuring; our commercialized and pipeline products and technologies; the timing and conduct of our clinical trials and other parties' clinical trials involving Cytori Cell Therapy[™] and Cytori Nanomedicine, including associated financial, clinical and regulatory burdens and projected timing for trial approval, enrollment and completion; the various medical indications and markets that may be addressed by Cytori Cell Therapy and Cytori Nanomedicine; the potential benefits of our strategic initiatives in Japan; the potential effectiveness of Cytori Cell Therapy and Cytori Nanomedicine, including clinical outcomes; conduct of our European managed access program; anticipated uses of clinical trial data; regulatory, reimbursement and commercial strategies and pathways; potential costs and other adverse effects of diseases targeted for treatment by our products, including the Celution System; and anticipated future funding and contract revenues. Some risks and uncertainties related to such forward looking statements include risks and uncertainties regarding: the funding, conduct and completion of our clinical trials and other parties' clinical trials involving Cytori Cell Therapy and Cytori Nanomedicine; our ability to successfully execute our managed access program; uncertain clinical outcomes, including the possibility that we may determine that there is not a viable continued development path for one or more of our product candidates; regulatory uncertainties (including potentially adverse decisions regarding our existing and expected regulatory registrations, approvals and authorizations); unfavorable reimbursement outcomes; inability to access sufficient capital on acceptable terms (including inability to fund, or find third party sources to fund, our proposed clinical trials or continued development of our technologies); the risk that the cost and other negative effects related to our workforce reduction may be greater than anticipated; the risk that we may not realize the benefits expected from our workforce reduction or other cost control measures; our ability to retain our existing employees and effectively operate our business with our reduced workforce; failure to maintain our substantially reduced cash burn; failure to achieve projected product revenue and contract revenue growth; our and our partners' failure to launch products and grow revenues in markets where we currently forecast sales; our ability to service, pay and/or refinance our corporate debt and the potential that our secured lender, which has a lien on all of our assets, including our intellectual property, may accelerate our indebtedness and/or foreclose on our assets; availability of future government funding and changes in government procurement priorities; the U.S. federal government's ability to reduce, modify or terminate the BARDA contract if it determines it is in its best interests to do so; increasing or unanticipated competitive pressures; potential performance issues with our products and technologies; lack of customer acceptance of our technologies; inability to find commercial partners for our therapies; risks related to our dependence on third party performance; the potential for litigation or other disagreements with third parties; and other risks and uncertainties described under the "Risk Factors" section in our filings with the U.S. Securities and Exchange Commission. These risks and uncertainties may cause our actual results to differ materially from those discussed in this presentation. We advise reading our most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q filed with the U.S. Securities and Exchange Commission for a more detailed description of these risks.

Disclaimers

Caution: Within the U.S., the Celution System is an investigational device limited by U.S. law to investigational use.

Celase, Celution, Celution (with design), Cytori Therapeutics, and Cytori (with design) are registered trademarks of Cytori Therapeutics. Cytori Cell Therapy is a trademark of Cytori Therapeutics. All third party trademarks are the property of their respective owners.

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Free Writing Prospectus Statement

- This presentation highlights basic information about us and the offering. Being a summary document, this slide deck does not contain all the information that you should consider before investing.
- We have filed a registration statement (including a preliminary prospectus) with the SEC for the offering to which this presentation relates. The registration statement has not yet become effective. Before you invest, you should read the preliminary prospectus in the registration statement (including but not limited to the risk factors described therein) and other documents, including the our Form 10-Ks and Form 10-Q, that we have filed with the SEC for more complete information about us and the offering.
- You may get these documents for free by visiting the "Search EDGAR" section on the SEC web site at http://www.sec.gov. The preliminary prospectus, dated October 3rd, is available on the SEC website. Alternatively, we or the dealer-manager for this offering, Maxim Group LLC will arrange to send you a preliminary prospectus if you contact Maxim Group LLC, Prospectus Department, 405 Lexington Ave., New York, NY, 10174; Telephone: (212) 895-3745; Email: syndicate@maximgrp.com.



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Overview

U.S.-Based Biotechnology Company (NASDAQ: CYTX)

²cytori cell therapy

- · Operations in San Diego, CA and Tokyo, Japan
- Habeo[™] Cell Therapy: late stage product for rare disease, scleroderma, with significant unmet needs
- · Cytori KK: profitable Japan subsidiary with experienced team and >\$3M annual revenue
- BARDA: \$106M cost+fixed fee contract to develop medical counter measure for burns
- Multiple investigator initiated and funded clinical trials in the US, Asia and Europe

Financial Highlights

Scytori

- \$11.4M in product and contract revenue in FY16
- \$9M of cash and \$14.2M of debt as of 6/30
- Restructuring implemented on Sept 1st, operating burn expected to be reduced to ~\$1M/month

NASDAQ: CYTX

Cytori nanomedicine

· Nanoparticle platform with protein stabilized,

pegylated liposome encapsulation & delivery of

ATI-1123: liposomal docetaxel with Phase 1 study

complete; opportunity to be next-gen Taxotere®

• ATI-0918: liposomal doxorubicin with BE study versus Caelyx® complete; opportunity to be 1st EU generic of

Operations in San Antonio, TX

workhorse oncology APIs

Caelyx[®]

Cytori Leadership

President & CEO - Marc H. Hedrick, MD, MBA UCLA, Stemsource , General, Vascular & Plastic Surgeon

Chief Financial Officer - Tiago Girao, CPA Ernst & Young, KPMG, NuVasive

GM Cell Therapy - John Harris, MBA Tyco electronics, Ballard Medical, Kimberly-Clark, Becton Dickinson

Chief Scientist - John Fraser, PhD UCLA

Vice President, Portfolio Management & Development - Cheri Rice Abbott Vascular, Volcano Corporation

Vice President, Marketing - Russ Havranek, MBA Johnson & Johnson, Guidant, Volcano Corporation, Carefusion

Chairman, Japan - Seijiro Shirahama, MA Baxter, Bristol-Meyers, Pharmacia, Loptex



NASDAQ: CYTX

Business Highlights

Habeo[™] Cell Therapy for Scleroderma

- US STAR trial showed safety & efficacy trends in patients with diffuse scleroderma
- FDA meeting & JP trial planned

Profitable Growth in Japan

- Cytori Cell Therapy™ approved under new law
- Enrolling Phase 3 stress urinary incontinence trial
- 2016 \$3.3M revenue; profitable

\$106M BARDA Thermal/Radiation Contract

- US RELIEF Phase 1 clinical trial 1st patient planned in Q4
- 3 year contract option of \$13.4M

Nanomedicine[™] Oncology Platform

- Liposomal Doxorubicin bioequivalent to Caelyx[®]
- Manufacturing ramp up in 2017
- Plan to file EMA MA application in 2018

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Pipeline

Scytori cell therapy

Therapeutic	Market	Indication	Preclinical	Phase 1	Phase 2	Phase 3	Status/Anticipated Milestone
Habeo™		Scleroderma	~\$7.5M cost for	post marketing	or P3 trial		FDA meeting in 2017
Habeo™	0	Scleroderma/Cryopreserved *	~\$180K Cytori co	st to completion			Launch 2019
Habeo™	•	Scleroderma	Small approval tr	ial being planned	l, ~\$2-3M		Phase 3 2018
ECCO-50		Knee Osteoarthritis	US: ~\$20M Phase	3; JP: Investment,	~\$1-\$2M		Available in JP Under RML ⁺⁺
ECCI-50	•	Male SUI *	Funded by JP Go	vt.; ~\$80K Cytori	cost to complet	ion	Launch 2019
DCCI-10		Thermal Burn/Radiation #	Funded by BARDA				Phase 1 2017
Kerastem		Alopecia †	Funded by partn	er			Potential Phase 3 2018

Cytori nanomedicine

Therapeutic	Market	Indication	Preclinical	Phase 1	Phase 2	Phase 3	Status
ATI-0918	$\langle 0 \rangle$	Breast, Ovarian, MM, Kaposi's	~\$8.0M cost to E	MA approval			Launch 2019 w/ partner
ATI-0918		Ovarian, MM, Kaposi's	~\$5M BE trial				BE 2018, need partner
ATI-1123		Small Cell Lung Ca	~\$8M US Phase II	Trial			Phase 2 2018

*Substantial third-party financial support or investigator initiated trial # BARDA funded program † Licensee funded program * Regenerative Medicine Law

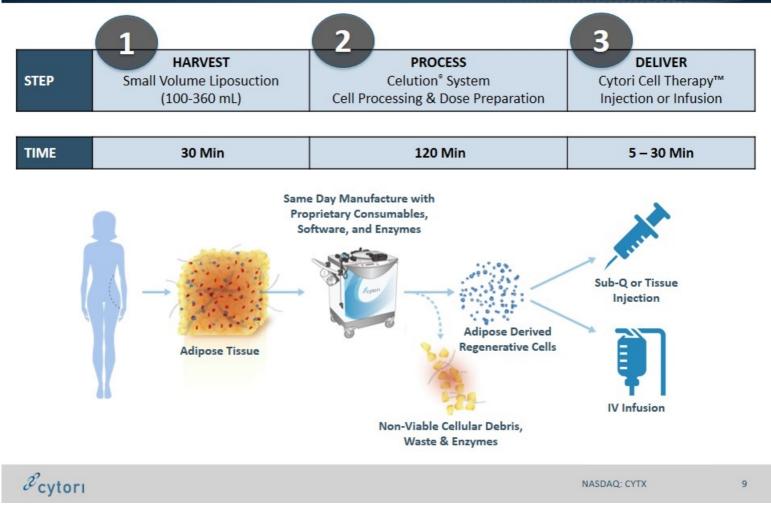
Scytori

Cytori Habeo™ Cell Therapy

Scleroderma

Pcytori





Pathophysiology



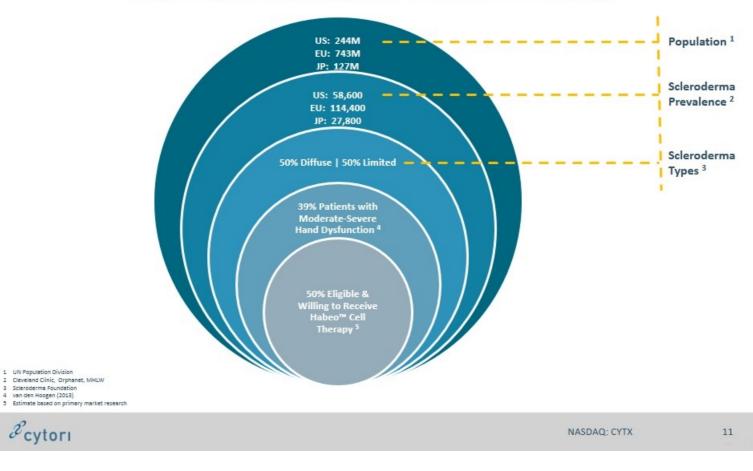
Scientific Rationale for Cytori Cell Therapy™

- Preclinical and *in vitro* studies reported modulation of perivascular inflammation, improved endothelial function, and reduction of extracellular matrix (fibrosis)
- SCLERADEC-I pilot trial reported safety and long term efficacy in hand scleroderma

Habeo™ (40M cell dose of Cytori Cell Therapy™) Evaluated in STAR Clinical Trial



~ 40,000⁵ Scleroderma Patients Worldwide with Moderate-Severe Hand Dysfunction may be Eligible and Willing to Receive Habeo™ Cell Therapy





Current Standard of Care

- No therapies approved for treatment of hand dysfunction in scleroderma patients
- Existing 1st and 2nd line treatments for treatment of Raynaud's Phenomenon or other aspects of scleroderma are often inadequate and/or poorly tolerated
- Existing 3rd line treatments are costly (\$20K-\$100k/yr)¹ and often very poorly tolerated

Habeo[™] Cell Therapy Potential Positioning

First approved cell therapy and only highly effective and well-tolerated option approved to provide prolonged improvement in hand function and quality of life in scleroderma patients with hand disability.

1 Estimate based on Company's research

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Habeo Cell Therapy™ Treatment Approach

- Ambulatory/Outpatient
- Procedure room
- Local or mild conscious sedation
- Single administration Habeo
- 0.5cc injection to each NVB
- 4m cells/digit



U.S. STAR Clinical Trial

Study Design	
Study size	88
Randomization	1:1, Active:Placebo (Double-Blind)
U.S. Sites	19
Primary Endpoint	Cochin Hand Function Score (CHFS) at 24 and 48 weeks
Pre-Specified Subgroup Analysis	All Subjects; Subjects with Diffuse Cutaneous Scleroderma; Subjects with Limited Cutaneous Scleroderma
Secondary Endpoints	Health Assessment Questionnaire (HAQ) at 48 weeks, Raynaud's Condition Score (RCS) at 48 wks
Exploratory Endpoints	CHFS, RCS, and HAQ at times other than 24 and 48 weeks, EQ-5D (Quality of Life), Hand Mobility (Corner distances), Pinch and Grip Strength, Digital Ulcer Counts, Hand Volume, Finger Circumference, Adverse Events

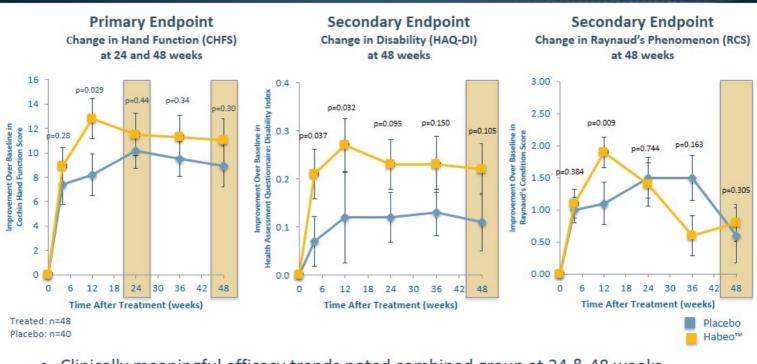
Results Summary

- Single administration well-tolerated, strong safety profile and few serious AEs, most of which occurred within the placebo arm and not related to study procedures
- Primary endpoint did not achieve statistical significance for combined patient group at 24 and 48 weeks, but approached statistical significance (p=0.069) at 48 weeks in the pre-specified subgroup of patients with diffuse cutaneous scleroderma
- Improvement in key endpoints: hand function, disability, and Raynaud's severity all statistically significant at 12 weeks over placebo for combined patients
- Degree of improvement in hand function (CHFS) and disability (HAQ) was clinically meaningful for both combined and diffuse subgroup



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Key Endpoints: All Subjects



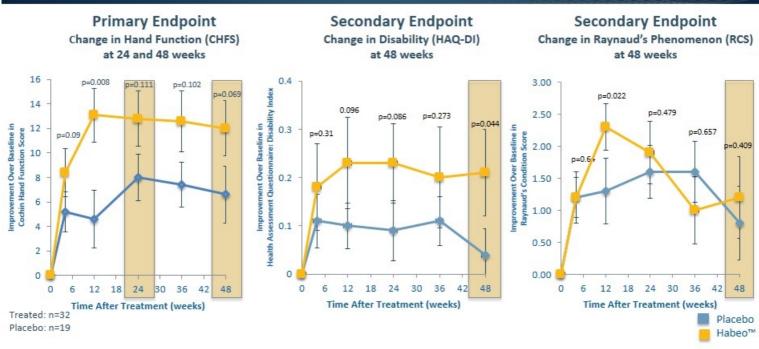
- Clinically meaningful efficacy trends noted combined group at 24 & 48 weeks
- Statistically significant benefit in all key endpoints @ 12 weeks in combined group
- Large placebo effect in combined group

Data presented as mean ± sem Other than the 24 & 48 week time for CHFS, p values are not corrected for multiple comparisons

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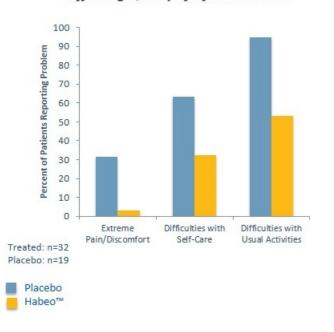
NASDAQ: CYTX

Key Endpoints: Subjects with Diffuse Disease



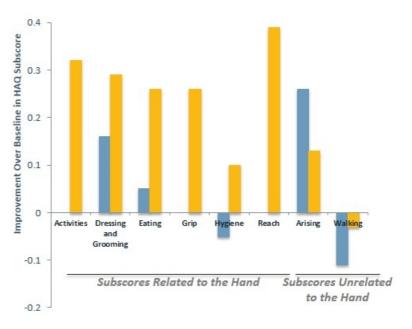
- Clinically meaningful efficacy trends noted early and sustained for hand function and disability in the diffuse subgroup at 24 & 48 weeks that approached statistical significance
- At or near statistically significant benefit in all key endpoints @ 12 weeks in diffuse group

Data presented as mean ± sem Other than the 24 & 48 week time for CHFS, p values are not corrected for multiple comparisons NASDAQ: CYTX



Percentage of Patients Reporting Problems Affecting Quality of Life at 48 weeks





Quality of Life data from EQ-5D assessment tool

EQ-5D subscores unrelated to the hand (eg: Anxiety and Mobility) did not show a treatment effect

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Other Exploratory Endpoints Also Improved in Diffuse Patients at 48 wks



Regulatory Status/Plan



Market	Agency	Product Designation	Orphan Designation
U.S.	FDA CBER	Habeo™ Fresh: Device (Class III)	No
	FDA CBER	Habeo™ Cryopreserved: Drug	Yes
Japan	PMDA MHLW	Celution® System • Device = Class I • Consumables = Class I → Class III	Yes with application
Europe	BSI	Celution® System: Device (Class II/III)	No
	EMA	Habeo™ Fresh: ATMP	Yes
	EMA	Habeo™ Cryopreserved: ATMP	Yes

Plan

- U.S.- FDA meeting to define pathway and next steps late 2017/early 2018
- · Japan submit protocol for single-approval trial as orphan device
- EU decision based on outcome SD-II trial

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Anticipated Roadmap

Market	2017	2018	2019	2020	2021
U.S.	Outcome based on pre-subr STAR Trial FDA 2	PMA Prep PMA Prep If FDA requires STAR P3, likely in	mission	PMA Prep PMA Sub	mission
Japan	Based on PMDA re ODD Pre Submis	ep. & sion	n-randomized study; U.S. dat. TAR JP PMD	MAH PMDA Priority Review & MHLW	tal data for approval
Europe	Based on EMA requiring SCLERADEC-II P	SCLERADEC-II trial of 40 patie B EMA Prep	ent @ 6 mo data EMA Submission	*	



Hc

Cell Thero

Pcytori

Cytori Japan

Commercial Platform with Low Cost R&D Upside

Scytori

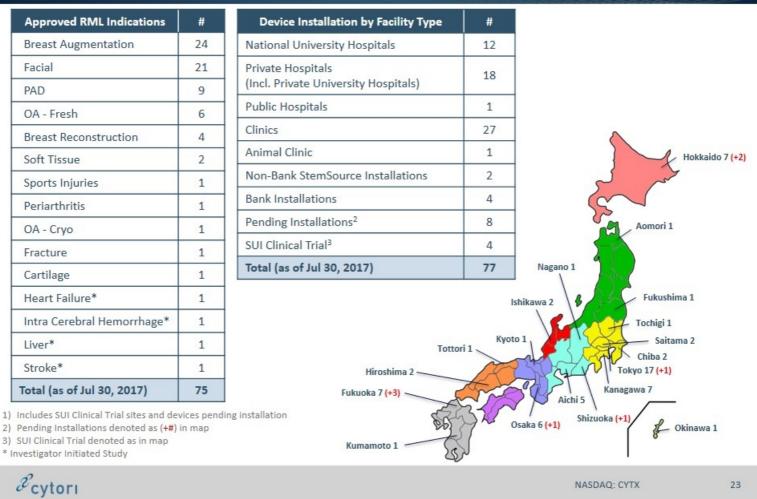
Standalone Business Unit with Multi-Functional Team

- Local CEO and organizational structure
- Expertise in regulatory, distribution & sales
- · Profitable revenue generating business
- · Significant installed base of devices
- Growth over last 2 years and anticipate continued growth in 2017
- One of the leading regenerative medicine companies in Japan with rich pipeline and revenue growth



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Approved Regenerative Medicine Law Indications and Celution[®] Device Installed Base



1 Based on Management's estimate

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3 compelling 10-year Plan strategic initiatives based on a foundation of long term vision impacting society and the delivery of care. Significant revenue opportunity fueled by targeted investments.

Cytori Japan Initiative	Vision
Approved Therapeutic Indications	 Obtain approval and reimbursement for Hand Scleroderma, Stress Urinary Incontinence, and Breast Reconstruction. Maximize pricing through indication specific registrations.
Lifestyle Indications	 Capture significant near-term growth in the Self-pay Knee OA market through targeted marketing and clinical data. Change basis of competition and Position for additional lifestyle indications.
Aesthetic Excellence	 Empower current customers to maximize utilization, solve for doctor problem & patient problem through focused targeting.
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Overview and Timeline

Large Available Market In Japan For 4 Key Indications along with an approved (partially funded by AMED) phase I trial



ADRESU Clinical Trial – Stress Urinary

Incontinence

Opportunity

· First approved cell therapy in Japan for SUI

Pilot Trial Results

- Increased maximum urethral closing pressure
- Reduced 24-hour pad weight
- Increased blood flow
- 2 publications 1,2

ADRESU Trial





- Primary Endpoint: rate of patients with improvement in urinary leakage volume with >50% reduction from baseline as measured by 24 hour urinary pad weight
- >75% enrolled by end of October \rightarrow completion expected late 2017/early 2018
- Assuming positive follow-up data at 12 months, seek approval and reimbursement

Gotoh et al. (2014) Int J Urology 21 (3) 294-300
 Yamamoto et al. (2012) Int J Urology 19 (7) 652-9
 Based on Management's estimate

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Cytori U.S. BARDA Contract

Thermal Burn / Radiation



U.S. BARDA Contract and RELIEF Trial

Contract Goal

Develop a national countermeasure to thermal burn complicated by radiation exposure

Contract Funding

- Valued up to \$106M
- \$35M allocated through H1 2017
- \$13.4M awarded in May 2017 for clinical trial execution

RELIEF Pilot Clinical Trial

- At up to 10 sites, assess the safety and feasibility of Cytori Cell Therapy™ administered intravenously in up to 30 patients with large (20-50% total body surface area), 3rd degree burns undergoing meshed skin grafting
- Potential to improve generalized healing: grafted site, partial thickness burns, and skin graft donor site
- Study initiation expected for Q4 2017, IDE application approved in Q2 2017







Cytori Nanomedicine™

Oncology

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Cytori Nanomedicine[™] Platform

Protein Stabilized, Pegylated Liposomal Nanoparticle Technology

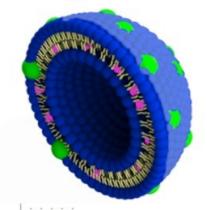
- Sustained release
- Shield toxic drugs
- Deliver molecules and growth factors
- Reformulation

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Cell and tissue targeting

Capabilities and Experience

- New GMP facility in San Antonio, Texas
- 10 year track record in R&D, manufacturing, and quality
- Full in-house analytical lab
- Proprietary controls and processes
- Completed 2 positive clinical trials (BE for ATI-0918 and Phase 1 for ATI-1123)

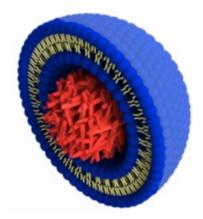


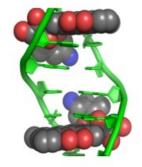


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ATI-0918: Lead Product

- Generic nanoparticle, pegylated liposomal encapsulated form of chemotherapeutic, Doxorubicin
 - Anthracycline topoisomerase II inhibitor
 - Activity via DNA intercalation
- Bioequivalence trial completed versus JNJ Caelyx[®], approved for breast cancer, ovarian cancer, multiple myeloma, and AIDS-related Kaposi's sarcoma
- Encapsulated doxorubicin much lower cardiotoxicity compared to non-encapsulated doxorubicin
- Market subject to recent global supply shortages
- Focused on being 1st generic to Caelyx[®] approved in Europe; then expand to U.S. and China

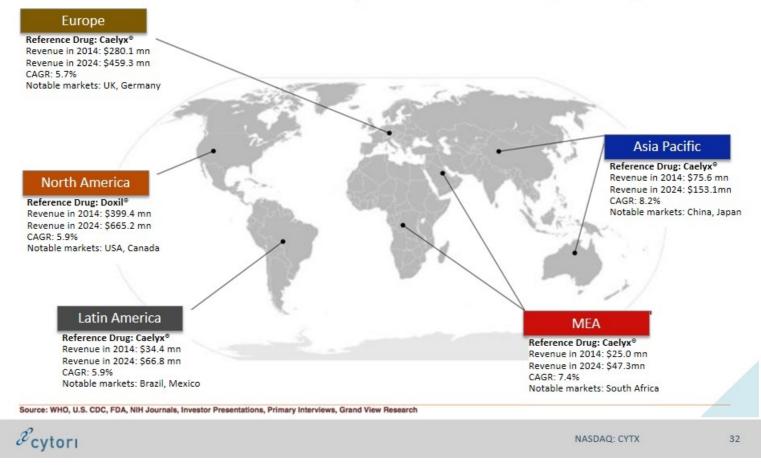




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ATI-0918: Addressable Market

Global Market Potential Expected to Grow to \$1.4B by 2024



ATI-0918: Development Plan

Milestone	Anticipated Completion Date
EU Bioequivalence trial	Complete
Initiate stability testing	1H'18
Partnering	2017/2018
File for EMA Approval	2018
Launch	2019/2020

EU ATI-0918	Facility Validation	Fabricate Stability Lots	Stability Testing	Stability Testing	EMA Filing (6 mos)	1 Year Stability complete	EMA Filing/ Review	Review	Review, Possible Approva
USA ATI-0918			Accelerated Stability Testing	BE Trial	BE Trial	BE Trial/ Data	Data/ File	Review	Review

ATI-1123: Pipeline Product

Branded Docetaxel (TAXOTERE, Sanofi)

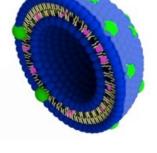
- Available in 90 countries, approved for 11 indications
- Peak sales of €2.1B in 2010; €222M in 2015 (22% YOY decline due to generics)

ATI-1123 Preclinical Summary (14 Studies)

- Greater efficacy than docetaxel
- · Higher drug exposure
- Higher distribution & greater activity in certain tumors
- Serum pK studies indicate serum AUC 4-5x higher with ATI-1123 vs. Docetaxel

ATI-1123 Phase 1 Clinical Trial

- 29 patients, doses of 15, 30, 60, 75, 90, and 110 mg/m²
- ATI-1123 achieved a 20% increase in MTD vs. standard docetaxel and demonstrated signs of efficacy with 1 partial responder (with previous exposure to docetaxel)
- 16 of 26 evaluable patients (62%) experiencing stable disease, and with a toxicity profile comparable to and, in some cases, improved vs. that expected of docetaxel
- 82% of patients had clinical benefit



New Chemical Entity Protein Stabilized Liposomal Nano Particle Technology

> Pegylated & Albumin stabilized

*Mahalingam et al (2014) Cancer Chemother Pharmacol. 74(6):1241-50

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ATI-1123: Next Steps

- Completed clinical and commercial evaluation Q3 2017
- Initial clinical target- 2nd line for Small Cell Lung Cancer (SCLC)
 - 30,000 patients in the US
 - 93% patients relapse/refractory to 1st line and only approved 2nd line drug is Topotecan
 - 68% relapse/refractory patients receive 2nd line therapy
 - Standard docetaxel is used off label for SCLC, included in MD Anderson practice algorithm as 2nd line therapy
- Planned phase II trial in US in 2018 for second-line therapy for SCLC
- Positioning ATI-1123 as offering for reduced toxicity, similar or improved efficacy, and a more patient-friendly dosing schedule compared to Topotecan
- Expand clinical indications beyond SCLC in subsequent trials



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Multi-Tiered IP Protection

Global Patent Estate

- 88 issued patents and >45 pending applications
- 15 issued patents in Japan (several pending)



Trade Secrets and Know-how

- Celase® proprietary enzyme blend supplied exclusively to Cytori by Roche
- Cytori cell processing systems embody tissue collection, processing, and handling parameters resulting from >15 years of experience optimizing tissue processing, cell extraction and delivery

Brand recognition and Trademarks

Cytori NASDAQ: CYTX

2017 & 2018 Anticipated Milestones

2017

- US FDA Meeting on Habeo PMA pathway & next steps
- · Planned 'first patient in' for US RELIEF trial funded by USG
- Planned completion of enrollment in Japan ADRESU trial (or Q1 2018)
- Planned completion of enrollment in EU SCLERADEC- II trial
- Identify commercial partners for ATI-0918

2018

- ATI-0918, complete manufacturing validation and production stability lots
- ATI-0918, file for EMA approval
- SCLERADEC-II trial readout
- ADRESU trial readout
- Begin Japanese scleroderma trial
- Begin Phase II trial on ATI-1123 for small cell lung cancer (pending funding)



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