

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): **May 26, 2016**

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 7.01 Regulation FD Disclosure

On May 31, 2016, Cytori Therapeutics, Inc. ("Cytori") issued a press release describing certain repricing matters pertaining to its rights offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events

On May 26, 2016, Cytori received written notice from The Nasdaq Stock Market that Cytori has regained compliance with the Nasdaq Stock Market Listing Rule 5450(a)(1) concerning its minimum bid price. Accordingly, Cytori's securities will continue to be listed on The Nasdaq Stock Market, and the listing qualification matters previously disclosed by Cytori have been closed.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	— Cytori Therapeutics, Inc. Press Release, dated May 31, 2016*

* Exhibit 99.1 hereto is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as expressly set forth in such filing.

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 31, 2016

By: /s/ Tiago Girao
Tiago Girao
Chief Financial Officer

Index to Exhibits

Exhibit No.

Description

99.1

Cytori Therapeutics, Inc. Press Release, dated May 31, 2016*

Cytori Announces Commencement of Subscription Period for Previously Announced Rights Offering

May 31, 2016

SAN DIEGO — (BUSINESS WIRE) Cytori Therapeutics, Inc. (NASDAQ: CYTX) announced today it has commenced the subscription period for its previously announced rights offering of up to 6,896,551 units consisting of shares of common stock and warrants to purchase shares of common stock to existing stockholders. The rights offering will remain open until 5:00 PM Eastern Time on Thursday, June 9, 2016, unless extended. Rights holders will need to exercise their subscription rights prior to that date and time.

If exercising subscription rights through a broker, dealer, bank or other nominee, rights holders should promptly contact their nominee and submit subscription documents and payment for the units subscribed for in accordance with the instructions and within the time period provided by such nominee. The broker, dealer, bank or other nominee may establish a deadline before June 9 by which instructions to exercise subscription rights, along with the required subscription payment, must be received.

All record holders of rights certificates that wish to participate in the rights offering must deliver a properly completed and signed rights certificate, together with payment of the subscription price for both basic subscription rights and any oversubscription privilege election, to the Subscription Agent, to be received before 5:00 PM Eastern Time on June 9, 2016. The Subscription Agent is:

By mail:

Broadridge Corporate Issuer Solutions, Inc.
Attn: BCIS Re-Organization Dept.
P.O. Box 1317
Brentwood, New York 11717-0693
(855) 793-5068 (toll free)

By hand or overnight courier:

Broadridge Corporate Issuer Solutions, Inc.
Attn: BCIS IWS
51 Mercedes Way
Edgewood, New York 11717
(855) 793-5068

Under the rights offering, Cytori has distributed one non-transferable subscription right for each share of common stock held on the previously announced record date of May 20, 2016. Each right entitles the holder to purchase one unit at the subscription price of \$2.90 per unit, composed of one share of common stock and 0.5 of a warrant, with each whole warrant exercisable to purchase one share of common stock at an exercise price of \$3.48 per share for 30 months from the date of issuance. Cytori has applied to list the warrants on NASDAQ, although there is no assurance that a sufficient number of subscription rights will be exercised so that the warrants will meet the minimum listing criteria to be accepted for listing on NASDAQ under the symbol "CTYXW." The warrants may be redeemed by Cytori prior to their expiration if Cytori's common stock closes above \$8.70 per share for 10 consecutive trading days. The subscription rights are non-transferable and may only be exercised during the anticipated subscription period commencing today through 5:00 PM ET on Thursday, June 9, 2016, unless extended. A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission.

Holders who fully exercise their basic subscription rights will be entitled, if available, to subscribe for an additional amount of units that are not purchased by other stockholders, on a pro rata basis and subject to ownership limitations.

Cytori has engaged Maxim Group LLC as dealer-manager for the rights offering.

Each stockholder of record as of May 20, 2016 will receive by mail an information packet that explains the rights offering. Stockholders with specific questions are urged to contact Broadridge Corporate Issuer Solutions, Cytori's information agent for the rights offering, by calling (855) 793-5068 (toll-free); or Maxim Group LLC, 405 Lexington Avenue, New York, NY 10174, Attention Syndicate Department, email: syndicate@maximgrp.com or telephone (212) 895-3745.

This press release does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The Company's registration statement on Form S-1 was declared effective by the U.S. Securities and Exchange Commission (SEC) on May 26, 2016. The prospectus as well as prospectus supplement no. 1 thereto dated May 31, 2016 and all of the Company's SEC filings may be found in the Investor Relations section of Cytori's website at www.ir.cytori.com.

Cautionary Note Relating to Forward-Looking Statements

This release contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements contained in this release, other than statements of historical fact, constitute "forward-looking statements." The words "expects," "believes," "potential," "possibly," "estimates," "may," "could" and "intends," as well as similar expressions, are intended to identify forward-looking statements. These forward-looking statements do not constitute guarantees of future performance. Investors are cautioned that statements which are not strictly historical statements, including, without, statements regarding conduct and timing of our proposed rights offering, are forward looking statements. Forward looking statements are subject to risks and uncertainties that could cause our actual results and financial position to differ materially. Some of these risks include our financial condition (including cash runway, our ability to access additional capital to fund our business, and our expectation that we will continue to incur losses at least in the near-term); clinical and regulatory uncertainties (including conduct and results of our clinical trials and investigator-initiated clinical trials using our technology, and challenges in obtaining and maintaining regulatory clearances and approvals for our products); market acceptance of our technologies, including introduction of superior technologies into our anticipated markets; our ability to compete with larger, better financed competitors; dependence on third party clinical investigators, suppliers and manufacturers; our ability to commercialize and sell products; our abilities to maintain compliance with NASDAQ listing standards; our compliance with laws, rules and regulations applicable to our business; our ability to attract and retain skilled personnel; our volatile stock price, and; our ability to protect and expand our intellectual property rights, and other risks and uncertainties described under the "Risk Factors" in Cytori's Securities and Exchange Commission Filings. These forward-looking statements speak only as of the date made. We assume no obligation or undertaking to update or revise any forward-looking statements contained herein to reflect any changes in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. You should, however, review additional disclosures we make in our registration statement on Form S-1 for the proposed rights offering, as well as our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Cytori Therapeutics, Inc.

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