

**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 14, 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 1.01 Entry Into a Material Definitive Agreement**

On October 14, 2008, Cytori Therapeutics, Inc. (the “**Company**”) entered into a Loan and Security Agreement (the “**Loan Agreement**”) with General Electric Capital Corporation (“**GECC**”) and Silicon Valley Bank (together, the “**Lenders**”), pursuant to which the Lenders agreed to make term loans (each a “**Term Loan**” and collectively, the “**Term Loans**”) to the Company in an aggregate principal amount of up to \$15.0 million, subject to the terms and conditions set forth in the Loan Agreement (the “**Loan Facility**”). As security for its obligations under the Loan Agreement, the Company granted a security interest in substantially all of its existing and after-acquired assets, including its intellectual property assets.

On October 14, 2008, the Lenders funded an initial term loan in the principal amount of \$7.5 million (the “**Initial Term Loan**”). The Company may request one additional term loan in the principal amount of \$7.5 million on or before December 12, 2008 (the “**Subsequent Term Loan**”), subject to satisfying certain financial conditions. Each Term Loan shall accrue interest at a fixed rate of 10.58% per annum. The Company is required to repay the Initial Term Loan over a period of approximately 36 months, and if the Subsequent Term Loan is made, the Company will be required to repay it over a period of approximately 36 months. At maturity of each Term Loan, the Company will make a final payment equal to 5% of each Term Loan (the “**Final Payment Fee**”).

The Loan Agreement contains customary representations and warranties and customary affirmative and negative covenants, including, among others, minimum cash and cash liquidity requirements. In addition, it contains customary events of default that entitle the Lenders to cause any or all of the Company’s indebtedness under the Loan Agreement to become immediately due and payable. The events of default include any event whereby Olympus Corporation obtains the right under agreements between the Company and Olympus (the “**Olympus Agreements**”) to require the Company to purchase or sell any shares of its joint venture subsidiary, and any event of default by the Company under the Olympus Agreements. The Company may voluntarily prepay the Term Loans in full, but not in part and any voluntary or mandatory prepayment is subject to applicable prepayment premiums. The Company will also be required to pay the Final Payment Fee in connection with any voluntary or mandatory prepayment.

The proceeds of the Initial Term Loan, after payment of lender fees and expenses and the repayment of existing equipment loan indebtedness to GECC, are approximately \$6.8 million. The net proceeds will be used for working capital, capital expenditures and other general corporate purposes.

On October 14, 2008, pursuant to the terms and conditions of the Loan Agreement, the Company issued to each Lender a warrant to purchase up to 89,074 shares of the Company’s common stock at an exercise price equal to \$4.21 per share (the “**Warrants**”). The Warrants are immediately exercisable and will expire on October 14, 2018.

A copy of the press release announcing the Loan Facility is attached hereto as Exhibit 99.1 and incorporated herein by reference.

### **Item 2.03 Creation of a Direct Financial Obligation or an Off-Balance Sheet Arrangement of Registrant**

The information set forth in Item 1.01 of this Current Report on Form 8-K that relates to the creation of a direct financial obligation of the Company is incorporated by reference into this Item 2.03.

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**Item 3.02**                      **Unregistered Sale of Equity Securities**

The information set forth in Item 1.01 of this Current Report on Form 8-K that relates to the issuance of the Warrants is incorporated by reference into this Item 3.02.

The offer and sale of the Warrants have not been registered under the Securities Act of 1933, as amended (the “**Securities Act**”). The Warrants were offered and sold to accredited investors in reliance upon exemptions from registration under Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

**Item 9.01**                      **Financial Statements and Exhibits**

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

99.1            Cytori Therapeutics, Inc. Press Release, dated October 15, 2008.

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**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: October 15, 2008

By: /s/ Mark E. Saad  
Mark E. Saad  
Chief Financial Officer

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## Cytori Secures \$15 Million Loan Facility Led by GE Healthcare Financial Services

Cytori Therapeutics (NASDAQ: CYTX) has entered into a \$15 million loan facility with GE Healthcare Financial Services and Silicon Valley Bank. An initial term loan of \$7.5 million, minus fees and expenses, funded October 14, 2008. Cytori will be able to exercise the additional \$7.5 million term loan on or before December 12, 2008, provided the Company meets certain financial prerequisites established by the lenders.

GE Healthcare Financial Services' financing solution will be used to support the commercialization of Cytori's recently launched Celution<sup>®</sup> System and StemSource<sup>®</sup> Cell Bank in Europe and Asia. In addition, the funds will support product pipeline development and general corporate activities. Securing this loan facility further demonstrates Cytori's ability to attract funding from well regarded sources.

"GE is very pleased to provide capital in support of Cytori's growth initiatives," said Anthony Storino, senior managing director, GE Healthcare Financial Services' life science finance group. "Their innovative technologies are shaping the future of the reconstructive surgery markets."

For almost two decades, the life science finance team of GE Healthcare Financial Services has worked with more than 500 companies throughout the United States, Canada and Europe. With a dedicated focus on assisting life science companies large and small, from the first venture round to post-IPO, the team has provided over \$2.5 billion in financing to the market.

### About Cytori

Cytori's (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<sup>®</sup> 800 System is being introduced in Europe into the reconstructive surgery market while the Celution<sup>®</sup> 900 System is being commercialized globally 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.

### About GE Healthcare Financial Services

GE Healthcare Financial Services is the premier provider of capital, financial solutions, and related services for the global healthcare market. With approximately \$22 billion in assets, GE Healthcare Financial Services offers a full range of financing capabilities from equipment leasing and real estate financing to working capital lending, vendor programs, and acquisition financing. With a dedicated focus and a deep knowledge of the healthcare industry, GE Healthcare Financial Services collaborates with customers to create tailored financial solutions that help them improve their productivity and profitability. For more information, visit [www.gehealthcarefinance.com](http://www.gehealthcarefinance.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 ability to satisfy the conditions precedent to receiving the additional \$7.5 million term loan, our need for further financing, and the availability of such financing on commercially reasonable terms, if at all, our history of operating losses, 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's 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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