

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**CESCA THERAPEUTICS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-3018487**  
(I.R.S. Employer Identification No.)

**2711 Citrus Road**  
**Rancho Cordova, California**  
(Address of Principal Executive Offices)

**95742**  
(Zip Code)

**CESCA THERAPEUTICS INC.**  
**AMENDED 2016 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**Jeff Cauble**  
**Principal Financial and Accounting Officer**  
**2711 Citrus Road**  
**Rancho Cordova, California 95742**  
**(916) 858-5100**  
(Name, address and telephone number, including area  
code, of agent for service)

With a copy to:  
**Curt P. Creely, Esquire**  
**Foley & Lardner LLP**  
**100 North Tampa Street, Suite 2700**  
**Tampa, Florida 33602**  
**Phone: (813) 229-2300**  
**Fax: (813) 221-4210**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	260,000 shares	\$3.48	\$904,800.00	\$109.67

(1) Represents 260,000 additional shares of common stock of the Company, \$0.001 par value, available for issuance under the Cesca Therapeutics Inc. Amended 2016 Equity Incentive Plan (the “Plan”). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall be deemed to cover such indeterminate number of additional shares as may be issued under the Plan as a result of the anti-dilution provisions contained therein.

(2) Estimated solely for the purposes of calculating the registration fee under Rules 457(c) and 457(h) under the Securities Act, and based on the average of the high and low sales prices of a share of common stock of the Company, as reported on the Nasdaq Capital Market on September 6, 2019, which is within five business days prior to the filing date of this registration statement.

**Part I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 will be sent or given to the participants in the Cesca Therapeutics Inc. Amended 2016 Equity Incentive Plan (the "Plan"), as required by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents need not be filed with the Securities and Exchange Commission ("Commission") either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by Cesca Therapeutics Inc. (the "Company" or the "Registrant") with the Commission pursuant to the Securities Act or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein:

1. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on March 26, 2019;
2. The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2019 and June 30, 2019, filed with the Commission on May 14, 2019 and August 13, 2019, respectively;
3. The Company's Current Reports on Form 8-K filed on January 2, 2019, January 4, 2019, January 31, 2019, April 10, 2019, April 25, 2019, June 4, 2019, June 26, 2019, July 29, 2019, and September 6, 2019;
4. Any other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2018; and
5. The description of the Company's common stock in Item 1 of the Registration Statement on Form 8-A for registration of the Company's common stock pursuant to Section 12(g) of the Exchange Act, as updated by the description included in the Company's Current Report on Form 8-K filed on May 18, 2017, including any other amendment or report filed for the purpose of updating such description.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01, is not incorporated herein by reference.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of filing of this registration statement and prior to such time as the Company files a post-effective amendment to this registration statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 102(b)(7) of the Delaware General Corporation Law (the “Delaware Law”) enables a corporation, in its original certificate of incorporation or an amendment thereto, to eliminate or limit the personal liability of a director for monetary damages for breach of the director’s fiduciary duty, except (i) for any breach of the director’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware Law (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions), or (iv) for any transaction from which the director derived an improper personal benefit. The Company’s Sixth Amended and Restated Certificate of Incorporation, as amended (“Certificate of Incorporation”), contains such a provision.

In addition, Section 145 of the Delaware Law provides that a corporation may indemnify any persons, including officers and directors, who are, or are threatened to be made, party to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such person is or was an officer, director, employee or agent of the corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such officer, director, employee or agent acted in good faith and in a manner the person reasonably believed to be in or not opposed to the corporation’s best interests and, with respect to criminal proceedings, had no reasonable cause to believe that the person’s conduct was unlawful. A Delaware corporation may indemnify officers or directors in an action by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him or her against expenses (including attorneys’ fees) that he or she actually and reasonably incurred.

The Company’s Certificate of Incorporation and Restated Bylaws provide for indemnification of directors and officers to the fullest extent permitted by the Delaware Law.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The Company files herewith or incorporates by reference the exhibits identified below:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	<a href="#">Sixth Amended and Restated Certificate of Incorporation, as amended.</a>
3.2	<a href="#">Restated Bylaws of Cesca Therapeutics Inc.<sup>(1)</sup></a>
5.1	<a href="#">Opinion of Foley &amp; Lardner LLP.</a>
10.1	<a href="#">Cesca Therapeutics Inc. Amended 2016 Equity Incentive Plan.<sup>(2)</sup></a>
23.1	<a href="#">Consent of Marcum LLP.</a>
23.2	<a href="#">Consent of Foley &amp; Lardner LLP.<sup>(3)</sup></a>
24.1	<a href="#">Powers of Attorney.<sup>(4)</sup></a>

(1) Incorporated herein by reference to Exhibit 99.1 to the Form 8-K filed with the Commission on October 30, 2014.

(2) Incorporated herein by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2019, filed with the Commission on August 13, 2019.

(3) Included in Exhibit 5.1.

(4) Included on the signature page to this Registration Statement.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rancho Cordova, State of California, on September 12, 2019.

### CESCA THERAPEUTICS INC.

By: /s/ Xiaochun (Chris) Xu  
Xiaochun (Chris) Xu  
Chief Executive Officer  
(Principal Executive Officer)

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Xiaochun (Chris) Xu and Jeff Cauble and each of them, the true and lawful attorneys-in-fact of the undersigned, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any or all amendments to this registration statement, including post-effective amendments, and registration statements filed pursuant to Rules 413 or 462 under the Securities Act, and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys or attorneys-in-fact or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons on September 12, 2019 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Xiaochun (Chris) Xu</u> Xiaochun (Chris) Xu	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
<u>/s/ Jeff Cauble</u> Jeff Cauble	Principal Financial and Accounting Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Russell Medford</u> Russell Medford	Director
<u>/s/ Joseph Thomis</u> Joseph Thomis	Director
<u>/s/ Mark Westgate</u> Mark Westgate	Director
<u>/s/ James Xu</u> James Xu	Director

**CERTIFICATE OF AMENDMENT TO THE  
SIXTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CESCA THERAPEUTICS INC.**

Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware

Cesca Therapeutics Inc., (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, by its duly authorized officer, does hereby certify:

**FIRST:** That the Board of Directors of the Corporation has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware an amendment of the Corporation's Sixth Amended and Restated Certificate of Incorporation to reclassify, change, and convert each ten (10) outstanding shares of the Corporation's Common Stock, par value \$0.001 per share, into one (1) share of Common Stock, par value \$0.001 per share; (ii) declaring such amendment to be advisable and (iii) directing that such amendment be considered at the Annual Meeting of Stockholders held on May 30, 2019.

**SECOND:** That upon the effectiveness of this Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation, the Sixth Amended and Restated Certificate of Incorporation is hereby amended by replacing the second paragraph of Article FOURTH in its entirety to read as follows:

"Each ten (10) shares of the Common Stock, par value \$0.001 per share, of the Corporation issued and outstanding or held in treasury as of 5:00 p.m. Pacific Time on the date this Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the "Effective Time") shall be reclassified as and changed into one (1) share of Common Stock, par value \$0.001 per share, of the Corporation, without any action by the holders thereof. The fractional interest held by each Stockholder who, immediately prior to the Effective Time, owns a number of shares of Common Stock which is not evenly divisible by ten (10), shall be reclassified as and changed into one (1) share of Common Stock, par value \$0.001 per share."

**THIRD:** That, in accordance with the provisions of the Delaware General Corporation Law, the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote thereon affirmatively voted in favor of the amendment at the Annual Meeting of Stockholders held on May 30, 2019.

**FOURTH:** That the amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law by the Board of Directors and stockholders of the Corporation.

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**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation to be executed by Xiaochun (Chris) Xu, Ph.D., its Chief Executive Officer, this 4th day of June, 2019.

**CESCA THERAPEUTICS INC.**

By: \_\_\_\_\_ /s/ Xiaochun Xu  
Xiaochun (Chris) Xu, Ph.D.  
Chief Executive Officer

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**CERTIFICATE OF AMENDMENT TO THE  
SIXTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CESCA THERAPEUTICS INC.**

Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware

Cesca Therapeutics Inc., (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, by its duly authorized officer, does hereby certify:

**FIRST:** That the Board of Directors of the Corporation has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware an amendment of the Corporation's Sixth Amended and Restated Certificate of Incorporation to reclassify, change, and convert each twenty (20) outstanding shares of the Corporation's Common Stock, par value \$0.001 per share, into one (1) share of Common Stock, par value \$0.001 per share; (ii) declaring such amendment to be advisable and (iii) directing that such amendment be considered at the Annual Meeting of Stockholders held on March 2, 2016.

**SECOND:** That upon the effectiveness of this Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation, the Sixth Amended and Restated Certificate of Incorporation is hereby amended by adding a new paragraph after the first paragraph of Article FOURTH to read as follows:

"Each twenty (20) shares of the Common Stock, par value \$0.001 per share, of the Corporation issued and outstanding or held in treasury as of 5:00 p.m. Pacific Time on the date this Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the "Effective Time") shall be reclassified as and changed into one (1) share of Common Stock, par value \$0.001 per share, of the Corporation, without any action by the holders thereof. The fractional interest held by each Stockholder who, immediately prior to the Effective Time, owns a number of shares of Common Stock which is not evenly divisible by 20, shall be reclassified as and changed into one (1) share of Common Stock, par value \$0.001 per share."

**THIRD:** That, in accordance with the provisions of the Delaware General Corporation Law, the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote thereon affirmatively voted in favor of the amendment at the Annual Meeting of Stockholders held on March 2, 2016.

**FOURTH:** That the amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law by the Board of Directors and stockholders of the Corporation.

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**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation to be executed by Robin Stracey, its Chief Executive Officer, this 4th day of March, 2016.

**CESCA THERAPEUTICS INC.**

By: /s/ Robin Stracey  
Robin Stracey  
Chief Executive Officer

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**CERTIFICATE OF AMENDMENT  
TO THE SIXTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
CESCA THERAPEUTICS INC.**

Cesca Therapeutics Inc., a corporation organized under and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies that:

**FIRST:** The name of the Corporation is CESCA THERAPEUTICS INC.

**SECOND:** The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the Delaware General Corporation Law, adopted resolutions to amend the first paragraph of Article FOURTH of the Sixth Amended and Restated Certificate of Incorporation of the Corporation to read in its entirety:

"The Corporation is authorized to issue two classes of stock, designated Common Stock, \$0.001 par value ("Common Stock") and Preferred Stock, \$0.001 par value ("Preferred Stock"). The total number of shares which the Corporation is authorized to issue is Three Hundred Fifty Two million (352,000,000). The total number of shares of Common Stock is Three Hundred Fifty Million (350,000,000) and the total number of Shares of Preferred Stock is Two Million (2,000,000)."

**THIRD:** This Certificate of Amendment to the Restated Certificate of Incorporation was submitted to the stockholders of the Corporation and was duly approved by the required vote of stockholders of the Corporation in accordance with Sections 222 and 242 of the Delaware General Corporation Law.

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**IN WITNESS WHEREOF**, said Certificate of Amendment to the Restated Certificate of Incorporation has been duly executed by its authorized officer this 30<sup>th</sup> day of October 2015.

**CESCA THERAPEUTICS INC.**

/s/ Robin C. Stracey  
Robin C. Stracey, Chief Executive Officer

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**CERTIFICATE OF AMENDMENT  
TO THE AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
CESCA THERAPEUTICS INC.**

Cesca Therapeutics Inc., a corporation organized under and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies that:

**FIRST:** The name of the Corporation is CESCA THERAPEUTICS INC.

**SECOND:** The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the Delaware General Corporation Law, adopted resolutions to amend the first paragraph of Article FOURTH of the Amended and Restated Certificate of Incorporation of the Corporation to read in its entirety:

"The Corporation is authorized to issue two classes of stock designated Common Stock, \$0.001 par value ("Common Stock") and Preferred Stock, \$0.001 par value. The total number of shares of Common Stock that the Corporation shall have authority to issue is One Hundred Fifty Million (150,000,000) and the total number of Shares of Preferred Stock that the Corporation shall have authority to issue is Two Million (2,000,000).

**THIRD:** This Certificate of Amendment to the Amended and Restated Certificate of Incorporation was submitted to the stockholders of the Corporation and was duly approved by the required vote of stockholders of the Corporation in accordance with Sections 222 and 242 of the Delaware General Corporation Law.

**IN WITNESS WHEREOF,** said Certificate of Amendment to the Restated Certificate of Incorporation has been duly executed by its authorized officer this 19th day of June 2015.

**CESCA THERAPEUTICS INC.**

/s/ Robin C. Stracey

Robin C. Stracey, Chief Executive Officer

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**CERTIFICATE OF MERGER  
TOTIPOTENTRX CORPORATION,  
A CALIFORNIA CORPORATION,  
INTO  
THERMOGENESIS CORP.,  
A DELAWARE CORPORATION**

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware, the undersigned hereby executed the following Certificate of Merger:

First: The name of surviving corporation is ThermoGenesis Corp., a Delaware corporation (“*Surviving Company*”).

Second: The name of the corporation being merged into this surviving corporation is TotipotentRX Corporation, a California corporation (“*Disappearing Company*”).

Third: The agreement of merger or consolidation has been approved and executed by each of the business entities which are to merge or consolidate (the “*Merger Agreement*”).

Fourth: The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the filing of this Certificate shall be its Certificate of Incorporation; *provided, however*, that at the Effective Time, Article I of the certificate of incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as follows:

“The name of the corporation (hereinafter called the “corporation”) is Cesca Therapeutics Inc.”

Fifth: The merger is to become effective upon filing.

Sixth: The agreement of merger is on file at the place of business of the Surviving Corporation and the principal address thereof is 2711 Citrus Road, Rancho Cordova, CA 95742.

Seventh: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any member of any stockholder or any person holding an interest in Disappearing Corporation.

Eighth: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 2711 Citrus Road, Rancho Cordova, CA 95742.

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IN WITNESS WHEREOF, the undersigned, as the Surviving Corporation of the merger, has caused this certificate to be signed by an authorized officer this 13 day of February, 2014.

**THERMOGENESIS CORP.**

By: /s/ Matthew T. Plavan

Name: Matthew T. Plavan

Title: CEO

*[Signature Page to the Certificate of Merger]*

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**CERTIFICATE OF AMENDMENT  
TO THE AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
THERMOGENESIS CORP.**

ThermoGenesis Corp., a corporation organized under and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies that:

**FIRST:** The name of the Corporation is THERMOGENESIS CORP.

**SECOND:** The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the Delaware General Corporation Law, adopted resolutions to amend the first paragraph of Article FOURTH of the Amended and Restated Certificate of Incorporation of the Corporation to read in its entirety:

"The Corporation is authorized to issue two classes of stock, designated Common Stock, \$0.001 par value ("Common Stock") and Preferred Stock, \$0.001 par value. The total number of shares of Common Stock that the Corporation shall have authority to issue is Eighty Million (80,000,000) and the total number of Shares of Preferred Stock that the Corporation shall have authority to issue is Two Million (2,000,000). Effective as of 5:00 pm, Eastern time, on the date this Certificate of Amendment to the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, each four (4) shares of the Corporation's Common Stock, par value \$0.001 per share, issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.001 per share, of the Corporation. No fractional shares shall be issued and, in lieu thereof, any holder of less than one (1) share of Common Stock shall be entitled to receive one (1) whole share of Common Stock, as of the date this Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware."

**THIRD:** This Certificate of Amendment to the Restated Certificate of Incorporation was submitted to the stockholders of the Corporation and was duly approved by the required vote of stockholders of the Corporation in accordance with Sections 222 and 242 of the Delaware General Corporation Law.

**IN WITNESS WHEREOF,** said Certificate of Amendment to the Restated Certificate of Incorporation has been duly executed by its authorized officer this 9th day of August, 2010.

**THERMOGENESIS CORP.**

/s/ J. Melville Engle  
\_\_\_\_\_  
J. Melville Engle  
Chief Executive Officer

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**SIXTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF THERMOGENESIS CORP.**

ThermoGenesis Corp., a corporation organized and existing under the laws of the State of Delaware, (the "Corporation") hereby certifies as follows:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 3, 1986, under the corporate name Refrigeration Systems International, Inc

2. A Certificate of Merger was filed with the Secretary of State of the State of Delaware on September 26, 1986, whereupon the Corporation's name changed to Insta Cool Inc. of North America.

3. A Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 24, 1994.

4. An Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 12, 1995, changing the Corporation's name to THERMOGENESIS CORP.

5. An Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 5, 1996.

6. An Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 2, 1999.

7. A Fifth Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 28, 2005.

8. This Sixth Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors and stockholders of the Corporation in accordance with Sections 242 and 245 of the Delaware General Corporation Law and restates and integrates and further amends the provisions of the previous filed Amended and Restated Certificate of Incorporation of this Corporation.

9. The current Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

FIRST: The name of the corporation is: THERMOGENESIS CORP.

SECOND: The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of Newcastle, Delaware 19808; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Company Corporation.

THIRD: The nature of the business or purposes to be conducted or promoted of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware

FOURTH: The Corporation is authorized to issue two classes of stock, designated Common Stock, \$0.001 par value ("Common Stock") and Preferred Stock, \$0.001 par value. The total number of shares of Common Stock that the Corporation shall have authority to issue is Eighty Million (80,000,000) and the total number of Shares of Preferred Stock that the Corporation shall have authority to issue is Two Million (2,000,000).

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The Corporation has no issued or outstanding shares of its previously authorized Series A Convertible Preferred Stock. Accordingly, all rights, preferences, privileges and restrictions granted to or imposed upon such series of shares have been omitted from this Sixth Amended and Restated Certificate of Incorporation.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors shall determine the designation of each series and the authorized number of shares of each series. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of shares of Preferred Stock and to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. If the number of shares of any series of Preferred Stock shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

FIFTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court or equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to: any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

SIXTH: The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The number of directors which shall constitute the entire Board of Directors shall be fixed by, or in the manner provided in, the bylaws of this Corporation. The election of directors of the Corporation need not be by written ballot, unless the bylaws so provide.

SEVENTH: The Board of Directors is authorized to adopt, amend or repeal the bylaws of the Corporation. The stockholders shall also have the power to adopt, amend or repeal the bylaws of the Corporation. Notwithstanding, any provision for the classification of directors for staggered terms pursuant to Section 141(d) of the Delaware General Corporation Law shall be set forth in the bylaws adopted by the stockholders unless provisions for such classification shall be set forth in the Corporation's certificate of incorporation.

EIGHTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

NINTH: To the fullest extent permitted by Section 145 of the General Corporation Law of Delaware as the same exists or may hereafter be amended, the Corporation shall indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for hereby shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to any action such person may have performed in current official capacity or in another capacity while holding such office, and shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such person. No repeal or modification of this Section by the stockholders of the Corporation shall adversely affect any right of protection existing by virtue of this Section at the time of such repeal modification.

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**IN WITNESS WHEREOF**, the Corporation has caused this Sixth Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer this 6th day of December 2005.

THERMOGENESIS CORP.

/s/ Philip H. Coelho  
Philip H. Coelho, Chairman & CEO



## ATTORNEYS AT LAW

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P.O. BOX 3391  
TAMPA, FL 33601-3391  
813.229.2300 TEL  
813.221.4210 FAX  
WWW.FOLEY.COM

CLIENT/MATTER NUMBER  
115846-0103

September 12, 2019

Cesca Therapeutics Inc.  
2711 Citrus Road  
Rancho Cordova, California 95742

Ladies and Gentlemen:

We have acted as counsel for Cesca Therapeutics Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to 260,000 additional shares of the Company's common stock, \$0.001 par value (the "Shares"), issuable pursuant to the Cesca Therapeutics Inc. Amended 2016 Equity Incentive Plan (the "Plan").

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion, and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

For the purpose of the opinion rendered below, we have assumed that, in connection with the issuance of the Shares under the Plan, the Company will receive consideration in an amount not less than the aggregate par value of the Shares covered by each such issuance.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is effective.

AUSTIN  
BOSTON  
CHICAGO  
DALLAS  
DENVER

DETROIT  
HOUSTON  
JACKSONVILLE  
LOS ANGELES  
MADISON

MEXICO CITY  
MIAMI  
MILWAUKEE  
NEW YORK  
ORLANDO

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
SILICON VALLEY  
TALLAHASSEE

TAMPA  
WASHINGTON, D.C.  
BRUSSELS  
TOKYO



September 12, 2019  
Page 2

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Based upon the foregoing, we are of the opinion that the Shares, when issued by the Company pursuant to the terms and conditions of the Plan, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not admit that we are “experts” within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP  
Foley & Lardner LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Cesca Therapeutics Inc. on Form S-8 of our report, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, dated March 26, 2019, with respect to our audits of the consolidated financial statements of Cesca Therapeutics Inc. as of December 31, 2018 and 2017 and for the year ended December 31, 2018, transitional six months ended December 31, 2017 and the year ended June 30, 2017, appearing in the Annual Report on Form 10-K of Cesca Therapeutics Inc. for the year ended December 31, 2018.

/s/ Marcum LLP

Marcum LLP  
New York, NY  
September 12, 2019