

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 30, 2019

CESCA THERAPEUTICS INC.
(Exact Name of Registrant as Specified in its Charter)

<u>Delaware</u>	<u>333-82900</u>	<u>94-3018487</u>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<u>2711 Citrus Road, Rancho Cordova, California</u>		<u>95742</u>
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (916) 858-5100

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.001 par value	KOOL	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 4, 2019, Cesca Therapeutics Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company’s Sixth Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”), which was approved by the Company’s stockholders at the Company’s Annual Meeting of Stockholders held on May 30, 2019 and by the Company’s Board of Directors. The Certificate of Amendment effects a one-for-ten reverse stock split of the Company’s common stock, par value \$0.001 per share (“Common Stock”), in which each ten shares of Common Stock issued and outstanding as of 5:00 p.m. Pacific Time on June 4, 2019 (the effective time of the reverse stock split) will be combined and converted into one share of Common Stock. While the reverse stock split will decrease the number of outstanding shares of Common Stock, it will not change the total number of shares of Common Stock authorized for issuance by the Company, nor will it change the par value of the Common Stock.

No fractional shares of Common Stock will be issued in connection with the reverse stock split. Instead, holders of Common Stock who would otherwise be entitled to receive a fractional share of Common Stock will be entitled to receive one whole share of Common Stock for such fractional share interest.

This summary of the Certificate of Amendment is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated by reference herein.

The Company expects that the reverse stock split-adjusted shares of its Common Stock will begin trading on The Nasdaq Capital Market at the open of the market on June 5, 2019 under a new CUSIP number: 157131 301. No change will be made to the trading symbol for the Company’s common stock, “KOOL”, in connection with the reverse stock split.

In connection with the reverse stock split, proportional adjustments will be made to (i) the number of shares of Common Stock covered by the Company’s outstanding stock options, restricted stock unit awards and warrants, (ii) the exercise price or conversion price (as applicable) of the Company’s outstanding stock options, warrants, and convertible promissory notes, and (iii) the number of shares reserved for issuance under the Company’s equity incentive plans.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on May 30, 2019 (the “Annual Meeting”). The following proposals were approved according to the following final voting results:

1. To approve the election of the following individuals as directors to the Board of Directors:

Xiaochun Xu	
For	9,260,347
Withhold	200,370
Broker Non-Votes	8,870,593
Uncast	0
Russell Medford	
For	9,284,868
Withhold	175,849
Broker Non-Votes	8,870,593
Uncast	0

Joseph Thomis

For	9,286,808
Withhold	173,909
Broker Non-Votes	8,870,593
Uncast	0

Mark Westgate

For	9,287,307
Withhold	173,410
Broker Non-Votes	8,870,593
Uncast	0

James Xu

For	9,262,990
Withhold	197,727
Broker Non-Votes	8,870,593
Uncast	0

2. To approve an amendment to the Company's amended and restated certificate of incorporation, if necessary, in the form attached to the proxy statement as Appendix A to effect a reverse split:

For	13,771,588
Against	4,540,202
Abstain	19,520
Broker Non-Votes	0
Uncast	0

3. To approve an amendment to the Company's 2016 Equity Incentive Plan:

For	8,629,083
Against	784,770
Abstain	46,864
Broker Non-Votes	8,870,593
Uncast	0

4. To approve the potential issuance of in excess of 19.99% of the Company's outstanding common stock upon the conversion of an outstanding convertible note:

For	9,090,448
Against	337,758
Abstain	32,511
Broker Non-Votes	8,870,593
Uncast	0

4. To ratify the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019:

For	17,855,211
Against	298,251
Abstain	177,848
Broker Non-Votes	0
Uncast	0

The stockholders did not vote on any other matters at the Annual Meeting.

Item 8.01. Other Events.

On June 4, 2019, the Company issued a press release announcing the reverse stock split. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated herein by reference.

On May 30, 2019, the Company's stockholders approved an amendment to the Company's 2016 Equity Incentive plan to, among things, increase by 2,600,000 shares (to 3,925,000 shares) the number of shares of common stock available for the issuance of awards under the plan. A copy of the plan amendment is attached hereto as Exhibit 10.1, which Exhibit 10.1 supersedes and replaces Exhibit 10.1 to the Current Report on Form 8-K filed on December 19, 2018.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed herewith:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation of Cesca Therapeutics Inc.
10.1	Third Amendment to Cesca Therapeutics Inc. Amended 2016 Equity Incentive Plan, dated December 14, 2018.
99.1	Press Release of Cesca Therapeutics Inc., dated June 4, 2019.

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.

CESCA THERAPEUTICS INC.

Cesca Therapeutics Inc.,
a Delaware Corporation

Dated: June 4, 2019

/s/ Jeff Cauble

Jeff Cauble
Principal Financial and Accounting Officer

**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.

* * *

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

**THIRD AMENDMENT TO
CESCA THERAPEUTICS INC.
AMENDED 2016 EQUITY INCENTIVE PLAN**

THIS THIRD AMENDMENT TO THE CESCA THERAPEUTICS INC. AMENDED 2016 EQUITY INCENTIVE PLAN (this “Amendment”) is adopted and approved by the Board of Directors of Cesca Therapeutics, Inc., a Delaware corporation (the “Company”), as of December 14, 2018. Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Plan (as defined below).

WHEREAS, the Board of Directors of the Company adopted the Cesca Therapeutics Inc. 2016 Equity Incentive Plan (the “Plan”) on July 7, 2016, subject to stockholder approval of the Plan within twelve (12) months after such date;

WHEREAS, under the Plan as originally adopted, an aggregate of 325,000 shares of Company common stock were made available for the issuance of awards under the Plan;

WHEREAS, the Board of Directors amended the Plan on March 16, 2017 to increase the aggregate number of shares available for awards under the Plan to 600,000 (the “March 2017 Amendment”), and the Plan (as amended by the March 2017 Amendment) was approved by the stockholders of the Company on May 5, 2017;

WHEREAS, the Board of Directors further amended the Plan on November 13, 2017 to, among other things, increase the aggregate number of shares available for awards under the Plan to 1,325,000 (the “November 2017 Amendment”);

WHEREAS, the November 2017 Amendment was approved by the stockholders of the Company on June 22, 2018; and

WHEREAS, the Company desires to further amend the Plan as set forth herein.

NOW, THEREFORE, BE IT RESOLVED, that the Amended Plan be and hereby is amended as follows:

1. Section 4(a) of the Amended Plan is hereby amended by deleting said section in its entirety and replacing it with the following:

(a) Shares Available. Subject to adjustment as provided in Section 4(c) of the Plan, the aggregate number of Shares that may be issued under all Awards under the Plan shall be 3,925,000 Shares.

2. Section 4(d)(i) of the Amended Plan is hereby amended by deleting said section in its entirety and replacing it with the following:

(i) Section 162(m) Limitation for Awards Denominated in Shares. No Eligible Person may be granted any Stock Options, Stock Appreciation Rights or Performance Awards denominated in Shares, for more than 800,000 Shares (subject to adjustment as provided for in Section 4(c) of the Plan), in the aggregate in any calendar year.

3. Section 4(d)(iii) of the Amended Plan is hereby amended by deleting said section in its entirety and replacing it with the following:

(iii) Limitation for Awards Granted to Non-Employee Directors. No Director who is not also an employee of the Company or an Affiliate may be granted any Award or Awards denominated in Shares that exceed in the aggregate 50,000 Shares in any calendar year. The foregoing limit shall not apply to any Award made pursuant to any election by the Director to receive an Award in lieu of all or a portion of annual and committee retainers and annual meeting fees.

4. Section 6(a)(iv)(A) of the Amended Plan is hereby amended by deleting said section in its entirety and replacing it with the following:

(A) The aggregate number of Shares that may be issued under all Incentive Stock Options under the Plan shall be 3,925,000 Shares.

5. This Amendment shall become null and void on the first anniversary of the date of this Amendment if the Amendment is not duly approved by the stockholders of the Company prior to the first anniversary of the date of this Amendment.

6. This Amendment shall be and is hereby incorporated in and forms a part of the Amended Plan.

7. Except as specifically set forth herein, the Plan, as amended prior to the date hereof, shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment is executed by the duly elected Secretary of the Company effective as of the date first set forth above.

/s/ James Xu
James Xu, Esq., Secretary



CESCA THERAPEUTICS ANNOUNCES 1-FOR-10 REVERSE SPLIT OF COMMON STOCK

Trading on a Post-Split Basis is Scheduled to Begin on June 5, 2019

RANCHO CORDOVA, Calif., June 4, 2019 – Cesca Therapeutics Inc. (Nasdaq: KOOL), a market leader in automated cell processing and autologous cell therapies for regenerative medicine, today announced that it has amended its Sixth Amended and Restated Certificate of Incorporation to reflect a 1-for-10 reverse stock split of its common stock, which will be effective at 5:00 p.m. Pacific Time on June 4, 2019.

Computershare, the Company's transfer agent, is acting as the exchange agent for the reverse stock split. Stockholders of record holding certificates representing shares of the Company's common stock as of 5:00 p.m. Pacific Time on June 4, 2019 will receive the forms and notices to exchange their existing shares of common stock for new shares of common stock from the exchange agent. Stockholders will not receive fractional shares in connection with the reverse stock split. Instead, stockholders who would otherwise be entitled to receive fractional shares of common stock will be entitled to receive one whole share of common stock for the fractional share interest.

Stockholders who hold stock certificates evidencing their shares of the Company's common stock are advised that they should not send in their stock certificates until they receive a letter of transmittal, which will contain detailed instructions for exchanging their existing stock certificates.

The Company expects that the split-adjusted shares of its common stock will begin trading on The Nasdaq Capital Market at the open of the market on June 5, 2019 under a new CUSIP number: 157131 301. No change will be made to the trading symbol for the Company's common stock, "KOOL", in connection with the reverse stock split. The par value of the common stock will not be affected by the reverse stock split.

Because the number of outstanding shares of common stock of the Company will be decreased by the reverse stock split, while the number of shares of common stock the Company is authorized to issue will remain unchanged, the reverse stock split will have the effect of increasing the number of shares of common stock available for issuance by the Company.

The Company's Board of Directors implemented the reverse stock split with the objective of regaining compliance with the \$1 minimum bid price requirement of The Nasdaq Capital Market. The Company has until June 24, 2019 to comply with this requirement. To comply with this requirement, the closing bid price of the Company's common stock must be at least \$1 per share for a minimum of 10 consecutive business days prior to June 24, 2019.

The Company's stockholders approved the reverse stock split at the 2019 annual meeting of stockholders, which was held on May 30, 2019.

About Cesca Therapeutics Inc.

Cesca Therapeutics Inc. is a market leader in cell processing technologies and autologous cell therapies for regenerative medicine. For more information, visit: www.cescatherapeutics.com.

Forward-Looking Statement

The statements contained herein may include statements of future expectations and other forward-looking statements that are based on management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. A more complete description of risks that could cause actual events to differ from the outcomes predicted by Cesca Therapeutics' forward-looking statements is set forth under the caption "Risk Factors" in Cesca Therapeutics' Annual Report on Form 10-K and other reports it files with the Securities and Exchange Commission from time to time, and you should consider each of those factors when evaluating the forward-looking statements.

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