

**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): July 23, 2019

CESCA THERAPEUTICS INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-82900
(Commission
File Number)

94-3018487
(IRS Employer
Identification No.)

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

95742
(Zip Code)

Registrant's telephone number, including area code (949) 753-0624

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 16(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 1.01. Entry into a Material Definitive Agreement.

On July 23, 2019, Cesca Therapeutics Inc. (the “Company”) entered into Amendment No. 1 (the “Amendment”) to the Convertible Note Agreement (the “Agreement”) dated January 29, 2019 by the Company and Orbrex USA Co. Limited. Under the terms of the Amendment, the Maturity Date of Note was extended from July 29, 2020 to July 31, 2022. All other terms of the Agreement remained the same.

The foregoing descriptions of the Amendment does not purport to be complete and are qualified in their entirety by reference to the full text of the Amendment, which is attached as Exhibits 10.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 10.1. [Amendment No. 1 to the Convertible Note Agreement dated as of July 23, 2019, between Cesca Therapeutics Inc. and Orbrex USA Co.](#)

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.

(Registrant)

Dated: July 29, 2019

/s/ Jeff Cauble

Jeff Cauble, Principal Financial and Accounting Officer

**CESCA THERAPEUTICS INC.
AMENDMENT NO. 1 TO THE
CONVERTIBLE NOTE**

This Amendment No. 1 (this "Amendment No. 1") is made as of July 23, 2019 (the "Effective Date") to the Convertible Note Agreement (the "Agreement") dated January 29, 2019 by Cesca Therapeutics Inc., a Delaware corporation (the "Company"), and Orbrex USA Co. Limited ("Orbrex").

WHEREAS, with the amendment, the Parties desire to revise the Agreement in order to amend and replace Section (1) of the Agreement. The Parties hereby mutually agree that the Agreement shall be amended as follows:

SECTION 1. Amendment of the Agreement.

On and after the Effective Date, Section 1 shall be as follows:

(1) PAYMENTS OF PRINCIPAL: PREPAYMENT. On the Maturity Date, the Company shall pay to the Holder an amount in cash representing all outstanding Principal, and accrued and unpaid interest. The "**Maturity Date**" shall be **July 31, 2022**.

SECTION 2. Effectiveness. This Amendment No. 1 shall become effective as of the Effective Date written above. Upon the effectiveness hereof, all references in the Agreement to "this Agreement" or the like shall refer to the Agreement as amended hereby by this Amendment No. 1.

SECTION 3. Counterparts. This Amendment No. 1 may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which shall be deemed an original, and all of which shall together constitute one and the same instrument.

SECTION 4. Law; Construction. THIS AMENDMENT NO. 1 AND ANY CLAIM, CONTROVERSY OR DISPUTE RELATING TO OR ARISING OUT OF THIS AMENDMENT NO. 1 SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF CALIFORNIA.

SECTION 5. Entire Agreement. Except as amended by this Amendment No.1, all of the terms of the Agreement shall remain in full force and effect and are hereby confirmed in all respects.

[SIGNATURE PAGE FOLLOWS]

The Parties have executed this Amendment No.1 as of the Effective Date set forth above.

COMPANY:

CESCA THERAPEUTICS INC.
a Delaware corporation

By: /s/ Xiaochun Xu
Name: Xiaochun (Chris) Xu
Title: Chairman & CEO

INVESTORS:

Orbrex (USA) Co. Limited

By: /s/ Lan Fang Yuan
Name: Lan Fang Yuan
Title: President

(Signature page to Amendment No. 1 to the Convertible Note)