
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
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)

3821
(Primary Standard Industrial
Classification Code Number)

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

2711 Citrus Road
Rancho Cordova, California 95742
(916) 858-5100
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Vivian Liu
Chief Operating Officer
2711 Citrus Road
Rancho Cordova, California 95742
(916) 858-5100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Curt P. Creely, Esq.
John Wolfel, Esq.
Foley & Lardner LLP
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Tampa, Florida 33602
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Copies to:

Jeffrey Fessler, Esq.
Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza, 39th Floor
New York, New York 10112
Phone: (212) 653-8700
Fax: (212) 653-8701

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (Registration Nos. 333-224185 and 333-224984)

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 pursuant to Section 7(a)(2)(B) of the Securities Act.

This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this "Amendment") relates to the Registrant's Registration Statement on Form S-1 (File No. 333-224185), as amended, declared effective on May 16, 2018 by the Securities and Exchange Commission. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provisions of Part I or Part II of the Registration Statement other than Item 16(a).

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.*

Exhibit No. Document Description

5.1	Opinion of Foley & Lardner LLP (Filed herewith)
23.3	Consent of Foley & Lardner LLP (included in Exhibit 5.1)
24.1	Power of Attorney (Incorporated by reference to Exhibit 24.1 to Form S-1 filed with the SEC on April 6, 2018)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rancho Cordova, State of California, on this 17th day of May, 2018.

Cesca Therapeutics Inc.

By: /s/ Xiaochun Xu
Xiaochun "Chris" Xu, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Xiaochun Xu</u> Xiaochun "Chris" Xu	Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i>	May 17, 2018
<u>/s/ Jeff Cauble</u> Jeff Cauble	Principal Financial and Accounting Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	May 17, 2018
<u>/s/ Vivian Liu</u> Vivian Liu	Chief Operating Officer and Director	May 17, 2018
<u>*</u> Russell Medford	Director	May 17, 2018
<u>*</u> Joseph Thomis	Director	May 17, 2018
<u>*</u> Mark Westgate	Director	May 17, 2018
<u>*</u> James Xu	Director	May 17, 2018

*By: /s/ Xiaochun Xu
Xiaochun "Chris" Xu, as attorney-in-fact



ATTORNEYS AT LAW

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CLIENT/MATTER NUMBER
 115846-0106

May 17, 2018

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

Ladies and Gentlemen:

We have acted as securities counsel for Cesca Therapeutics Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-1 (Registration Nos. 333-224185 and 333-224984) (the "Registration Statement") filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the public offering of up to \$5,500,000 units (the "Units") (each consisting of a share of common stock of the Company and a warrant to purchase one share of common stock), including up to \$5,500,000 shares of common stock of the Company, par value \$0.001 per share (the "Shares") and warrants to purchase up to \$5,500,000 shares of common stock (the "Warrants") and the shares of common stock of the Company issuable from time to time upon exercise of the Warrants (the "Warrant Shares"); and up to \$5,500,000 pre-funded units (the "Pre-Funded Units"), each consisting of a pre-funded warrant to purchase one share of Common Stock (each, a "Pre-Funded Warrant" and collectively, the "Pre-Funded Warrants") and one Warrant to purchase one share of common stock, and the shares of the Company's Common Stock issuable from time to time upon exercise of the Pre-funded Warrants (the "Pre-Funded Warrant Shares"); and together with the Units, Shares, Warrants, Warrant Shares, Pre-Funded Units and Pre-Funded Warrants are collectively referred to herein as the "Securities"). The Securities will be sold pursuant to an Agreement between the Company and certain accredited investors identified on the signature pages thereto (the "Agreement"). As noted in the Registration Statement, for each Pre-Funded Unit sold, the number of Units sold will be decreased on a one-for-one basis. This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

As counsel to the Company in connection with the proposed potential issuance and sale of the Securities, we have examined: (i) the Company's certificate of incorporation and bylaws, both as currently in effect; (ii) certain resolutions of the Board of Directors relating to the sale of the Securities; (iii) the form of Agreement; (iv) the Registration Statement and (v) such other proceedings, documents, and records as we have deemed necessary to enable us to render this opinion. In all such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates, and instruments submitted to us as originals, and the conformity with the originals of all documents, certificates, and instruments submitted to us as copies. We have also assumed the due execution and delivery of all documents where due execution and delivery are prerequisite to the effectiveness thereof.

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Cesca Therapeutics Inc.
May 17, 2018
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Our opinions expressed herein are subject to the following qualifications and exceptions: (i) the effect of bankruptcy, insolvency, reorganization, arrangement, moratorium, or other similar laws relating to or affecting the rights of creditors generally, including, without limitation, laws relating to fraudulent transfers or conveyances, preferences, and equitable subordination; (ii) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law); and (iii) we render no opinion as to the effect of the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) execution and delivery by the Company of the Agreement, (ii) effectiveness of the Registration Statement, (iii) issuance of the Securities pursuant to the terms of the Agreement, and (iv) receipt by the Company of the consideration for the Securities specified in the resolutions:

(a) the Shares will be duly authorized for issuance and, when issued, delivered and paid for in accordance with the terms of the Agreement, will be validly issued, fully paid and nonassessable;

(b) The Units, Pre-Funded Units, Warrants and Pre-Funded Warrants will be duly authorized for issuance and, when issued and sold in accordance with the Agreement and duly executed and delivered by the Company to the purchasers thereof against payment therefor, will constitute valid and legally binding obligations of the Company enforceable against the Company in accordance with their terms, except as may be limited by bankruptcy, insolvency, reorganization, receivership, moratorium or other laws affecting creditors' rights (including, without limitation, the effect of statutory and other law regarding fraudulent conveyances, fraudulent transfers and preferential transfers) and by the exercise of judicial discretion and the application of principles of equity, good faith, fair dealing, reasonableness, conscionability and materiality (regardless of whether the Units, Pre-Funded Units, Warrants or Pre-Funded Warrants are considered in a proceeding in equity or at law); and

(c) The Warrant Shares and Pre-Funded Warrant Shares will be duly authorized and, when issued and paid for in accordance with the provisions of the Warrants and Pre-Funded Warrants, as applicable, will be validly issued and be fully paid and nonassessable.

It is understood that this opinion is to be used only in connection with the offer, sale, and issuance of the Securities while the Registration Statement is in effect.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Registration Statement. In giving this 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