

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

FORM 8-K/A

Amendment No. 1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 18, 2019 (subsequently amended to April 19, 2019 as set forth herein)

CESCA THERAPEUTICS INC.

(Exact Name of Registrant as Specified in its Charter)

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

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## EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (the “Amendment”) amends the Current Report on Form 8-K originally filed by Cesca Therapeutics Inc. (the “Company”) on April 25, 2019 (the “Original Form 8-K”). The purpose of this Amendment is to correct certain disclosures provided in the Original Form 8-K as follows: (i) the date of the entry into the Purchase Agreement (as defined below), which was April 19, 2019 notwithstanding that the Purchase Agreement was dated as of April 18, 2018, and (ii) the length of the anti-dilution period included in the Purchase Agreement (as defined below). Except as provided herein, the other disclosures made in the Original Form 8-K remain unchanged. The share and warrant numbers in this Amendment do not reflect the one (1) for ten (10) reverse stock split effected by the Company on June 4, 2019.

### **Item 1.01. Entry into a Material Definitive Agreement.**

On April 19, 2019, Cesca Therapeutics Inc. (the “Company”) entered into a Securities Purchase Agreement (the “Purchase Agreement”), dated April 18, 2019, with an accredited investor (the “Investor”), pursuant to which the Company agreed to issue and sell to the Investor (the “Offering”) 4,444,444 pre-funded warrants of the Company’s common stock for a purchase price of \$0.17 per pre-funded warrant.

Each pre-funded warrant is immediately exercisable for one share of common stock at an exercise price of \$0.01 per share and will remain exercisable until exercised in full. A holder of a pre-funded warrant will not have the right to exercise any portion of its warrant if the holder, together with its affiliates, would beneficially own in excess of 4.99% or 9.99%, as applicable, of the number of shares of the Company’s common stock outstanding immediately after giving effect to such exercise (the “Beneficial Ownership Limitation”); provided, however, that the holder may increase or decrease the Beneficial Ownership Limitation, although any increase will not be effective until the 61st day after a notice of increase is delivered to the Company and the holder may not increase the Beneficial Ownership Limitation in excess of 9.99%.

The Offering of the pre-funded warrants and the shares of common stock issuable upon the exercise of the pre-funded warrants were not registered under the Securities Act of 1933, as amended (the “Securities Act”) and were offered and sold pursuant to the exemption provided in Section 4(a)(2) under the Securities Act and Rule 506 of Regulation D promulgated thereunder.

The closing of the Offering was subject to satisfaction of customary closing conditions set forth in the Purchase Agreement and is expected to occur on or around April 24, 2019. The Purchase Agreement also contains representations, warranties, indemnification and other provisions customary for transactions of this nature. Under the Purchase Agreement, the Company agreed to register the resale of the shares of common stock sold in the Offering and the shares of common stock issuable upon exercise of the pre-funded warrants. In addition, subject to certain exceptions, in the event the Company sells or issues any shares of common stock or common stock equivalents during an anti-dilution period beginning on the closing date of the Offering and ending on the date that is three-hundred and sixty-five (365) days following such date, the Company is required to issue each Investor a number of shares of common stock (or additional pre-funded warrants to purchase shares of common stock) equal to the number of shares the Investor would have received had the purchase price for such shares been at such lower purchase price.

The gross proceeds to the Company, excluding the proceeds, if any, from the exercise of the pre-funded warrants, was approximately \$755,555.

The foregoing descriptions of the Purchase Agreement and the pre-funded warrants do not purport to be complete and are qualified in their entirety by reference to the full text of the Purchase Agreement and the form of pre-funded warrant, which are attached as Exhibits 4.1 and 10.1 hereto, respectively, and incorporated herein by reference.

### **Item 3.02. Unregistered Sales of Equity Securities.**

The information contained in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

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

Exhibit 4.1 [Form of Pre-Funded Warrant \(incorporated by reference from Exhibit 4.1 to Form 8-K filed on April 25, 2019\).](#)

Exhibit 10.1 [Securities Purchase Agreement between Cesca Therapeutics Inc. and the Purchaser identified on the signature pages thereto \(incorporated by reference from Exhibit 10.1 to Form 8-K filed on April 25, 2019\).](#)

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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.

**CESCA THERAPEUTICS INC.**

Dated: September 24, 2019

/s/ Jeff Cauble

Jeff Cauble

Principal Financial and Accounting Officer