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

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)

Copies to:

Curt P. Creely, Esq.
John Wolfel, Esq.
Foley & Lardner LLP
100 North Tampa Street, Suite 2700
Tampa, Florida 33602
Phone: (813) 229-2300
Fax: (813) 221-4210

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: 333-224185

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.

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 (Do not check if a smaller reporting company) 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 pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee
Units, each Unit consisting of one share of common stock, par value \$0.001 per share and one common warrant to purchase one share of common stock ⁽³⁾	\$ 500,000	\$ 63
(i) Common stock included in the Units ⁽⁴⁾	—	—
(ii) Common warrants included in the Units ⁽⁴⁾	—	—
Pre-funded Units, each Pre-funded Unit consisting of one pre-funded warrant to purchase one share of common stock and one common warrant to purchase one share of common stock ⁽³⁾	\$ 500,000	\$ 63
(i) Pre-funded warrants included in the Pre-funded Units ⁽⁴⁾	—	—
(ii) Common warrants included in the Pre-funded Units ⁽⁴⁾	—	—
Shares of common stock underlying pre-funded warrants included in the Pre-funded Units ⁽³⁾	—	—
Shares of common stock underlying common warrants included in the Units ⁽³⁾	\$ 500,000	\$ 63
Shares of common stock underlying common warrants included in the Pre-funded Units ⁽³⁾	\$ 500,000	\$ 63
Total	\$ 2,000,000	\$ 252

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(o) and 457(g)(2) under the Securities Act of 1933, as amended (the "Securities Act"). Cesca Therapeutics Inc. previously registered securities with a proposed maximum aggregate offering price of \$20,000,000 on a Registration Statement on Form S-1 (Registration No. 333-224185), as amended (the "Related Registration Statement"), and paid a fee of \$2,490. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Related Registration Statement is hereby registered.
- (2) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional securities as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.
- (3) The proposed maximum aggregate offering price of the Units proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any Pre-funded Units offered and sold in the offering, and as such the proposed maximum aggregate offering price of the Units and Pre-funded Units (including the common stock issuable upon exercise of the pre-funded warrants included in the Pre-funded Units), if any, is \$500,000.

(4) No additional registration fee is payable pursuant to Rule 457(i) under the Securities Act.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) OF THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Cesca Therapeutics Inc. (the "Company") is filing this registration statement with the Securities and Exchange Commission, or SEC, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1, as amended (File No. 333-224185), which was originally filed with the SEC on April 6, 2018 and declared effective on May 16, 2018 (the "Registration Statement").

We are filing this registration statement for the purpose of registering additional securities of the Company with the proposed maximum aggregate offering price not to exceed \$2,000,000. The information set forth in the Registration Statement, including all exhibits thereto and all information incorporated by reference therein, is incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

EXHIBIT INDEX

Exhibit No.	Document Description
5.1	<u>Opinion of Foley & Lardner LLP (filed herewith)</u>
23.1	<u>Consent of Marcum LLP, independent registered public accounting firm (filed herewith)</u>
23.2	<u>Consent of Moss Adams LLP, independent auditors (filed herewith)</u>
23.3	<u>Consent of Foley & Lardner LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (Incorporated by reference to Exhibit 24.1 to Form S-1 filed with the SEC on April 6, 2018)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this 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 16th 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 16, 2018
<u>/s/ Jeff Cauble</u> Jeff Cauble	Principal Financial and Accounting Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	May 16, 2018
<u>/s/ Vivian Liu</u> Vivian Liu	Chief Operating Officer and Director	May 16, 2018
<u>*</u> Russell Medford	Director	May 16, 2018
<u>*</u> Joseph Thomis	Director	May 16, 2018
<u>*</u> Mark Westgate	Director	May 16, 2018
<u>*</u> James Xu	Director	May 16, 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 16, 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 (the "Registration Statement") originally filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") under Rule 462 of the Securities Act of 1933, as amended (the "Securities Act"), on the date hereof, relating to the proposed public offering of up to \$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 \$500,000 shares of common stock of the Company, par value \$0.001 per share (the "Shares") and warrants to purchase up to \$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 \$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 16, 2018
Page 2

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

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-1 of our report dated March 22, 2018, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of Cesca Therapeutics Inc. as of December 31, 2017, June 30, 2017 and 2016 and for the transitional six months ended December 31, 2017 and the two years in the period ended June 30, 2017, appearing in the Report on Form 10-KT of Cesca Therapeutics Inc. for the transitional period from July 1, 2017 to December 31, 2017. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Marcum LLP

Marcum LLP
New York, NY
May 16, 2018

Consent of Independent Auditors

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Cesca Therapeutics Inc. of our report dated March 28, 2017, except for Note 15, for which the date is July 7, 2017, relating to the consolidated financial statements of SynGen Inc. as of December 31, 2016 and 2015, and for the years then ended, which report appears in the Form 8-K/A of Cesca Therapeutics Inc., and to the reference to us under the heading “Experts” in the Prospectus, which is part of this Registration Statement.

/s/ Moss Adams LLP

Sacramento, California
May 16, 2018