

Ocata Therapeutics, Inc.  
Form SC 14D9/A  
January 06, 2016

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

**SCHEDULE 14D-9**  
**(Rule 14d-101)**

**Solicitation/Recommendation Statement**  
**Under Section 14(d)(4) of the Securities Exchange Act of 1934**  
**Amendment No. 5**

**Ocata Therapeutics, Inc.**  
**(Name of Subject Company)**

**Ocata Therapeutics, Inc.**  
**(Name of Persons Filing Statement)**

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**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**67457L100**

**(CUSIP Number of Class of Securities)**

**Paul K. Wotton**

**President and Chief Executive Officer**

**Ocata Therapeutics, Inc.**

**33 Locke Drive**

**Marlborough, MA 01752**

**(508) 756-1212**

**(Name, address and telephone numbers of person authorized**

**to receive notice and communications on behalf of the persons filing statement)**

**With copies to:**

**Mitchell Bloom, Esq.**

**James Matarese, Esq.**

**Andrew Goodman, Esq.**

**Goodwin Procter LLP**

**53 State Street**

**Boston, MA 02109**

**(617) 570-1000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.



This Amendment No. 5 ( *Amendment No. 5* ) amends and supplements Item 5 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed by Ocata Therapeutics, Inc. ( *Ocata* ) with the U.S. Securities and Exchange Commission on November 19, 2015 (as amended and supplemented from time to time, the *Schedule 14D-9* ). The Schedule 14D-9 relates to the tender offer by Laurel Acquisition Inc. ( *Purchaser* ), a Delaware corporation and an indirect wholly-owned subsidiary of Astellas Pharma Inc. ( *Astellas* ) to purchase all of the issued and outstanding shares of common stock, par value \$0.001 per share, of Ocata, upon the terms and subject to the conditions set forth in the Offer to Purchase by Astellas and Purchaser dated November 19, 2015, and in the related Letter of Transmittal, as each may be amended or supplemented from time to time.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment No. 5. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

***Item 5. Persons/Assets Retained, Employed, Compensated or Used.***

Item 5 of the Schedule 14D-9 is hereby amended and supplemented by inserting after the last sentence of the second paragraph the disclosure set forth below:

Ocata has retained InvestorCom, Inc. to provide solicitation services to Ocata in connection with the Offer. InvestorCom, Inc. will receive reasonable and customary compensation for its services. Ocata has also agreed to reimburse InvestorCom, Inc. for certain reasonable out of pocket expenses and to indemnify InvestorCom, Inc. against certain liabilities in connection with its services, including certain liabilities under the federal securities laws.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: January 5, 2016

Ocata Therapeutics, Inc.

By: /s/ Paul K. Wotton

Name: Paul K. Wotton

President and Chief Executive

Title: Officer