

Ocata Therapeutics, Inc.  
Form S-8 POS  
February 10, 2016

**As filed with the Securities and Exchange Commission on February 10, 2016**

**Registration No. 333-109145**

**Registration No. 333-127726**

**Registration No. 333-162434**

**Registration No. 333-165757**

**Registration No. 333-175019**

**Registration No. 333-207867**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-109145**

**Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-127726**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-162434**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-165757**

**Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-175019**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-207867**

**UNDER THE SECURITIES ACT OF 1933**

**OCATA THERAPEUTICS, INC.**

(Exact Name of Registrant as specified in its charter)

**33 Locke Drive**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**Marlborough, MA 01752**  
**(Address including zip code of**  
**Principal Executive Offices)**

**87- 0656515**  
**(I.R.S. Employer**  
**Identification No.)**

**Ocata Therapeutics, Inc. 2014 Stock Option and Incentive Plan**

**First Amendment to the Ocata Therapeutics, Inc. 2014 Stock Option and Incentive Plan**

**Advanced Cell Technology, Inc. 2005 Stock Incentive Plan**

**A.C.T. Holdings, Inc. 2005 Stock Incentive Plan**

**Advanced Cell Technology, Inc. 2004 Stock Option Plan**

**Advanced Cell Technology, Inc. 2004 Stock Option Plan II**

**(Full title of the plans)**

**Yoshihiko Hatanaka**

**President & Chief Executive Officer**

**Astellas Pharma Inc.**

**2-5-1, Nihonbashi-Honcho, Chuo-ku**

**Tokyo 103-8411, Japan**

**+(81)-3-3244-3000**

**(Name, address and telephone number, including area code, of agent for service)**

*Copies to:*

**Andrew H. Goodman**

**Goodwin Procter LLP**

**The New York Times Building**

**620 Eighth Avenue**

**New York, NY 10018**

**(212) 813-8800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting 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

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (this **Post-Effective Amendment** ) relates to the following Registration Statements on Form S-8 (collectively, the **Registration Statements** ) filed by Ocata Therapeutics, Inc., a Delaware corporation (the **Company** ) with the Securities and Exchange Commission (the **Commission** ):

Registration Statement No. 333-207867, filed with the Commission on November 6, 2015, pertaining to the registration of the offering of shares of common stock, par value \$0.01 per share, of the Company ( **Shares** ) under the Ocata Therapeutics, Inc. 2014 Stock Option and Incentive Plan, as amended;

Registration Statement No. 333-175019, filed with the Commission on June 20, 2011 (as amended by Post-Effective Amendment No. 1, filed with the Commission on October 21, 2011), pertaining to the registration of the offering of Shares under the Advanced Cell Technology, Inc. 2004 Stock Option Plan, Advanced Cell Technology, Inc. 2004 Stock Option Plan II and the Advanced Cell Technology, Inc. 2005 Stock Incentive Plan;

Registration Statement No. 333-165757, filed with the Commission on March 29, 2010, pertaining to the registration of the offering of Shares under the Advanced Cell Technology, Inc. 2005 Stock Incentive Plan;

Registration Statement No. 333-162434, filed with the Commission on October 13, 2009, pertaining to the registration of the offering of Shares under the Advanced Cell Technology, Inc. 2005 Stock Incentive Plan;

Registration Statement No. 333-127726, filed with the Commission on August 19, 2005 (as amended by Post-Effective Amendment No. 1, filed with the Commission on November 21, 2005), pertaining to the registration of the offering of Shares under the Advanced Cell Technology, Inc. 2004 Stock Option Plan, the Advanced Cell Technology, Inc. 2004 Stock Option Plan II and the A.C.T. Holdings, Inc. 2005 Stock Incentive Plan; and

Registration Statement No. 333-109145, filed with the Commission on September 26, 2003, pertaining to the registration of the offering of Shares under the Compensation Agreements by and between the Company and each of Leonard W. Burningham, Esq. and Mark Johnson, both dated September 22, 2003.

On February 10, 2016, pursuant to the Agreement and Plan of Merger, dated as of November 10, 2015, by and among the Company, Astellas Pharma Inc., a company organized under the laws of Japan ( **Astellas** ) and Laurel Acquisition Inc., a Delaware corporation and an indirect wholly-owned subsidiary of Astellas ( **Merger Sub** ), Merger Sub merged with and into the Company (the **Merger** ), with the Company surviving the Merger as an indirect wholly-owned subsidiary of Astellas.

In connection with the Merger, the Company has terminated any and all offerings of the Company's securities pursuant to the Registration Statements. Accordingly, the Company hereby terminates the effectiveness of each Registration Statement and, in accordance with an undertaking made by the Company in Part II of each Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, removes from registration any and all securities registered but unsold under each Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marlborough, State of Massachusetts, on February 10, 2016.

Ocata Therapeutics, Inc.

By: /s/ Stephen Knowles

Name: Stephen Knowles

Title: Treasurer

Note: Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statements.