

CESCA THERAPEUTICS INC.
Form 424B3
March 02, 2016

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-207115

Prospectus Supplement No. 7

(to Prospectus dated November 24, 2015)

Shares of Common Stock Underlying

\$5,500,000 Senior Secured Convertible Debentures and Series B Warrants

This prospectus supplement supplements the prospectus dated November 24, 2015 (the “Prospectus”), which relates to the resale of up to 10,222,449 shares of our common stock to be offered by the selling stockholders including 8,088,235 shares of common stock upon the conversion of outstanding senior secured convertible debentures in the amount of \$5,500,000 (“Debentures”), and up to 2,134,214 shares of common stock upon the exercise of Series B Warrants.

This prospectus supplement incorporates into our Prospectus the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 2, 2016.

This prospectus supplement should be read in conjunction with the Prospectus. This prospectus supplement updates, amends and supplements the information included or incorporated by reference in the Prospectus. If there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any supplements and amendments thereto.

Our common stock is listed on Nasdaq Capital Market under the symbol “KOOL.” The warrants will not be listed or quoted on any trading market. On March 1, 2016, the last reported sale price of our common stock on the Nasdaq Capital Market was \$0.23 per share.

Investing in our common stock is highly speculative and involves a high degree of risk. You should carefully consider the risks and uncertainties in the section entitled “Risk Factors” beginning on page 4 of this prospectus before making a decision to purchase our stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March 2, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): March 2, 2016

CESCA THERAPEUTICS INC.

(Exact Name of Registrant as Specified in Charter)

Delaware 333-82900 94-3018487
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

2711 Citrus Road, Rancho 95742
Cordova, California
(Address of Principal (Zip Code)
Executive Offices)

Registrant's telephone number, including area code (949) 753-0624

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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 2, 2016, Robin Stracey, the Chief Executive Officer of Cesca Therapeutics Inc. (the “Company”), was appointed by the Company’s Board of Directors to the additional office of President of the Company effective as of March 2, 2016. In connection with Mr. Stracey’s appointment, Mr. Stracey will continue to serve as a member of the Company’s Board of Directors, will maintain his position as Chief Executive Officer and will maintain his current salary and compensation arrangements.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of stockholders on March 2, 2016. The following proposals were approved according to the following final voting results:

1. To approve the election of the following individuals as directors to the Board of Directors:

**Craig W.
Moore**
For 774,891
Withhold
Broker
13,088,703
Non-Votes

**Mahendra
S.
Rao**
For 876,181
Withhold
Broker
13,088,703
Non-Votes

**Denis
Michael
Rhein**
For 883,431
Withhold
Broker
13,088,703
Non-Votes

**Robin
C.**

Stracey

~~7,876,160~~

~~1,881,881~~

Broker
13,088,703

Non-Votes

To approve granting our Board of Directors the authority to exercise its discretion to amend our Certificate of Incorporation to effect a reverse stock split of our outstanding shares of Common Stock, to regain compliance with The Nasdaq Capital Market's minimum bid requirement, at an exchange ratio ranging from one-for-three (1:3) to one-for-thirty (1:30) at any time prior to April 30, 2016, and once approved by the stockholders, the timing of the amendment and the specific reverse split ratio to be effected shall be determined in the sole discretion of our Board of Directors:

| | |
|-----------|------------|
| For | 29,706,713 |
| Against | 1,880,670 |
| Abstain | 223,440 |
| Broker | 236,921 |
| Non-Votes | |

To ratify the appointment of Marcum LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2016:

| | |
|-----------|------------|
| For | 31,463,757 |
| Against | 470,701 |
| Abstain | 113,286 |
| Broker | 0 |
| Non-Votes | |

To approve, on an advisory basis, the compensation of the Company's executive officers:

| | |
|-----------|------------|
| For | 13,146,541 |
| Against | 1,079,363 |
| Abstain | 4,733,137 |
| Broker | 13,088,703 |
| Non-Votes | |

Item 7.01. Regulation FD Disclosure.

On March 2, 2016, the Company issued a press release announcing that its Board of Directors had approved a one-for-twenty reverse split of the outstanding shares of Common Stock of the Company. The reverse stock split was approved by the Company's stockholders at the Annual Meeting of Stockholders held on March 2, 2016. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The Company expects that the reverse stock split will become effective as of 5:00 p.m. Pacific time on March 4, 2016 and expects that the reverse stock split will be effective for trading purposes upon the commencement of trading on March 7, 2016, at which point the Company's Common Stock will begin trading on a split adjusted basis on The Nasdaq Capital Market. No fractional shares of Common Stock will be issued in connection with the reverse stock split. A holder of the old Common Stock who would have otherwise been entitled to a fractional share of the new Common Stock will be entitled to receive one whole share of the new Common Stock for such fractional share interest. Proportional adjustments will be made to the Company's incentive plan reserve and to the Company's outstanding stock options, restricted stock unit awards and warrants as well. After the effectiveness of the reverse stock split, stockholders will receive information from Computershare, the Company's transfer agent, regarding the process for exchanging their shares of Common Stock.

The Company's Board of Directors implemented the reverse stock split with the objective of regaining compliance with the minimum bid price listing maintenance requirements of The Nasdaq Capital Market. The reverse split also will have the effect of increasing the number of shares of Common Stock available for issuance by the Company.

The information contained in this Item 7.01 and in Exhibit 99.1 attached to this report is being furnished to the Securities and Exchange Commission and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section, or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description of Exhibit

| | |
|------|---|
| 99.1 | Press Release of Cesca Therapeutics Inc. dated March 2, 2016 (furnished herewith pursuant to Item 7.01) |
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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
(Registrant)

Dated: March 2, 2016 /s/ MICHAEL BRUCH
Michael Bruch, Chief Financial Officer