AGENUS INC
Form 8-K
September 07, 2011

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

August 31, 2011

Date of Report (Date of earliest event reported)

AGENUS INC.

(Exact name of registrant as specified in its charter)

DELAWARE	**000-29089**	**06-1562417**

(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

3 Forbes Road

Lexington, MA	**02421**
(Address of principal executive offices)	**(Zip Code)**

781-674-4400

(Registrant s telephone number, including area code)

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 (see General Instruction A.2. below):

¨ 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On August 31, 2011, Agenus Inc. (the Company) received a letter, as expected, from the NASDAQ Listing Qualifications Staff (the Staff) indicating that the Company had not timely regained compliance with the minimum $1.00 bid price requirement for continued listing on The NASDAQ Capital Market, as set forth in NASDAQ Listing Rule 5550(a)(2) (the Rule), by August 30, 2011. The Staff further indicated that, based upon the Company s non-compliance with the Rule, the Company s common stock was subject to delisting unless the Company requested a hearing before a NASDAQ Listing Qualifications Panel (the Panel). The Company has timely requested a hearing before the Panel, which will stay any action by the Staff pending the issuance of the Panel s decision following the hearing.

The Company has, at its option, the ability to effectuate a reverse stock split of its common stock in an effort to regain compliance with the Rule, and is considering such a measure. Under the NASDAQ Listing Rules, the Panel has the discretion to grant the Company up to an additional 180 calendar days from the date of the Staff s recent determination, or February 27, 2012, to regain compliance with the Rule. However, there can be no assurance that the Panel will grant the Company s request for continued listing.

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.

AGENUS INC.

Date: September 7, 2011	By:	/s/ Garo H. Armen Garo H. Armen Chief Executive Officer

E: 10pt; FONT-FAMILY: Times New Roman, Times, serif; WIDTH: 1%; VERTICAL-ALIGN: bottom; BACKGROUND-COLOR: #cceeff"> $2.64

Warrants granted

-- -- 3,988,420 $2.09

Warrants expired

(61,020) $2.15 -- --

Outstanding at June 30

5,052,400 $2.21 5,113,420 $2.21

Exercisable at June 30

5,052,400 $2.21 3,445,020 $1.92

Stock Options

The 2012 Independent Director Plan (“2012 Plan”) permits the grant of stock or options to independent directors. A total of 500,000 shares were approved by the stockholders for issuance under the 2012 Plan. Options are granted at prices that are equal to 100% of the fair market value on the date of grant, and expire over a term not to exceed ten years. Options generally vest in monthly increments over one year, unless otherwise determined by the Board of Directors. As of June 30, 2015, there were 180,696 shares available for issuance.

The 2006 Equity Incentive Plan (“2006 Plan”) permits the grant of options, restricted stock, stock bonuses and stock appreciation rights to employees, directors and consultants. Under the 2006 Plan, the number of shares of common stock equal to 6% of the number of outstanding shares of the Company are authorized to be issued. The number of shares available to grant for awards adjusts at the beginning of each fiscal year if additional options to purchase shares of common stock were issued in the preceding fiscal year. As of June 30, 2015, there have been 5,223,074 shares approved under the 2006 Plan for issuance and 109,934 available for issuance.

61

Cesca Therapeutics Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(in thousands except shares and per share amounts)

6. Stockholders' Equity (Continued)

Stock Options (Continued)

The 2002 Independent Directors Equity Incentive Plan ("2002 Plan") permits the grant of stock or options to independent directors. A total of 87,500 shares were approved by the stockholders for issuance under the 2002 Plan. Options are granted at prices which are equal to 100% of the fair market value on the date of grant, and expire over a term not to exceed ten years. Options generally vest immediately, unless otherwise determined by the Board of Directors. The 2002 Plan, but not the options granted, expired in January 2012.

Upon the appointment as Chief Executive Officer in June 2015, in accordance with his employment agreement, the Company's CEO received restricted stock units representing 1,000,000 shares of restricted common stock vesting in four equal installments based upon a combination of time and milestone based targets and a seven year option to acquire 1,000,000 shares of common stock, 25% of which vested immediately with the balance vesting in equal monthly installments during the following 24 months.

Upon the separation with the Company's Chief Executive Officer in October 2014, in accordance with his employment agreement, all outstanding options and restricted stock awards which would have otherwise vested by July 31, 2015, immediately vested. As a result, the Company recognized $158 of stock compensation expense in general and administrative during the year ended June 30, 2015 as the vesting accelerated on 166,667 options and 70,000 restricted stock awards.

The Company issues new shares of common stock upon exercise of stock options. The following is a summary of option activity for the Company's stock option plans:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value

Outstanding at June 30, 2014	1,253,035	$	2.08		
Granted	2,369,250	$	1.08		
Forfeited/cancelled	(394,473)	$	1.44		
Expired	(275,750)	$	3.00		
Exercised	--		--		
Outstanding at June 30, 2015	2,952,062	$	1.28	5.3	$ 18
Vested and Expected to Vest at June 30, 2015	2,454,167	$	1.27	5.1	$ 15
Exercisable at June 30, 2015	1,167,929	$	1.40	4.0	$ 5

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company's common stock. There were no options that were exercised during the year ended June 30, 2015. During the year ended June 30, 2014, the aggregate intrinsic value of options exercised under the Company's stock option plans was $4 determined as of the date of option exercise.

Cesca Therapeutics Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(in thousands except shares and per share amounts)

6. Stockholders' Equity (Continued)

Non-vested stock option activity for the year ended June 30, 2015, is as follows:

	Non-vested Stock Options	Weighted-Average Grant Date Fair Value
Outstanding at June 30, 2014	638,739	$ 1.02
Granted	2,369,250	$ 0.62
Vested	(896,883)	$ 0.71
Forfeited	(326,973)	$ 0.69
Outstanding at June 30, 2015	1,784,133	$ 0.61

The fair value of the Company's stock options granted for the years ended June 30, 2015 and 2014 was estimated using the following weighted-average assumptions:

	2015	2014
Expected life (years)	5	4
Risk-free interest rate	1.5 %	1.1 %
Expected volatility	75 %	75 %
Dividend yield	0 %	0 %

The weighted average grant date fair value of options granted during the years ended June 30, 2015 and 2014 was $0.62 and $1.15, respectively.

At June 30, 2015, the total compensation cost related to options granted under the Company's stock option plans but not yet recognized was $628. This cost will be amortized on a straight-line basis over a weighted-average period of approximately two years and will be adjusted for subsequent changes in estimated forfeitures. The total fair value of options vested during the years ended June 30, 2015 and 2014 was $678 and $309.

63

Cesca Therapeutics Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(in thousands except shares and per share amounts)

6. Stockholders' Equity (Continued)

Common Stock Restricted Awards

For the year ended June 30, 2014, the Company's Compensation Committee granted 692,968 shares of restricted common stock to director level and executive members of management, vesting in three equal installments on the first, second and third anniversary of the grant date.

The following is a summary of restricted stock activity:

	2015		2014	
	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Grant Date Fair Value
Balance at June 30	803,799	$ 1.90	390,003	$ 1.81
Granted	1,097,000	$ 0.83	692,968	$ 1.95
Vested	(376,558)	$ 1.82	(191,672)	$ 1.86
Forfeited	(72,457)	$ 1.77	(87,500)	$ 2.00
Outstanding at June 30	1,451,784	$ 1.12	803,799	$ 1.90

In connection with the vesting of the restricted stock awards, the election was made by some of the employees to satisfy the applicable federal income tax withholding obligation by a net share settlement, pursuant to which the Company withheld 121,958 and 57,680 shares for the years ended June 30, 2015 and 2014, respectively and used the deemed proceeds from those shares to pay the income tax withholding. The net share settlement is deemed to be a repurchase by the Company of its common stock.

As of June 30, 2015, the Company had $1,066 in total unrecognized compensation expense related to the Company's restricted stock awards, which will be recognized over a weighted average period of approximately one year.

7. Concentrations

At June 30, 2015, the Company had four distributors that individually accounted for 28%, 14%, 12% and 10% of accounts receivable. At June 30, 2014, the Company had four distributors that individually accounted for 16%, 16%, 14% and 10% of accounts receivable.

Revenues from a customer totaled $2,549 or 16% and $1,849 or 12% for the years ended June 30, 2015 and 2014, respectively. Revenues from one distributor totaled $2,358 or 15% and $2,102 or 13% of net revenues for the years ended June 30, 2015 and 2014, respectively. Revenues from another distributor totaled $2,303 or 14% and $2,288 or 14% of net revenues for the years ended June 30, 2015 and 2014, respectively.

Cesca Therapeutics Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(in thousands except shares and per share amounts)

7. Concentrations (Continued)

The following represents the Company's revenues by product platform for the years ended June 30:

	2015	2014
AXP	$6,612	$6,143
BioArchive	4,241	4,776
Manual Disposables	1,810	1,706
Bone Marrow	2,621	2,542
Other	758	820
	$16,042	$15,987

The Company had sales to customers as follows for the years ended June 30:

	2015	2014
United States	$8,428	$6,909
China	2,500	3,169
Asia - other	1,955	1,864
Europe	2,147	3,072
South America	730	771
Other	282	202
	$16,042	$15,987

The Company attributes revenue to different geographic areas based on where items are shipped or services are performed.

Three suppliers accounted for approximately 75% of total inventory purchases during the year ended June 30, 2015 and two suppliers accounted for approximately 72% of total inventory purchases during the year ended June 30, 2014.

The Company has a contract manufacturer in Costa Rica that produces certain disposables. The Company provides AXP equipment to its distributor in China for use by end-user customers. The Company's equipment, net of accumulated depreciation, is summarized below by geographic area:

	June 30, 2015	June 30, 2014
United States	$1,409	$687
China	524	620
Costa Rica	594	567
India	296	251
All other countries	114	173
Total equipment, net	$2,937	$2,298

65

Cesca Therapeutics Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(in thousands except shares and per share amounts)

8. Income Taxes

Loss before income tax benefits was comprised of $14,041 from US and $811 from foreign jurisdictions in 2015 and $8,719 from US and $315 from foreign jurisdictions in 2014.

The reconciliation of federal income tax attributable to operations computed at the federal statutory tax rate of 34% to income tax expense (benefit) is as follows for the years ended June 30:

	2015	2014
Statutory federal income tax benefit	$(5,046)	$(3,072)
Unbenefited net operating losses and credits	5,091	2,163
State and local taxes	(649)	(326)
Merger costs	--	757
Expiration of CA NOLs	616	--
Other	(12)	75
Total income tax benefit	$--	$(403)

A deferred income tax expense of $0 was recorded for the year ended June 30, 2015. No tax benefit has been recorded through June 30, 2015 because of the net operating losses incurred and a full valuation allowance has been provided. A valuation allowance is provided when it is more likely than not that some portion of the deferred tax assets will not be realized.

At June 30, 2015, the Company had net operating loss carryforwards for federal and state income tax purposes of $101,649 and $60,885 respectively that are available to offset future income. The federal and state loss carryforwards expire in various years between 2016 and 2035.

At June 30, 2015, the Company has research and experimentation credit carryforwards of $1,273 for federal tax purposes that expire in various years between 2019 and 2035, and $1,363 for state income tax purposes that do not have an expiration date.

Cesca Therapeutics Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(in thousands except shares and per share amounts)

8. Income Taxes (Continued)

Significant components of the Company's deferred tax assets and liabilities for federal and state income taxes are as follows:

	June 30, 2015	June 30, 2014
Deferred tax assets:		
Net operating loss carryforwards	$38,317	$34,154
Income tax credit carryforwards	2,143	1,995
Depreciation and amortization	--	--
Stock compensation	916	--
Other	1,479	1,750
Valuation allowance	(42,408)	(37,317)
Total deferred taxes	$447	$582
Deferred tax liabilities		
Depreciation and amortization	(8,088)	(8,223)
Net deferred taxes and liabilities	$(7,641)	$(7,641)

The valuation allowance increased by $5,091 in 2015. As of June 30, 2015, the Company has a benefit of $1,804 related to stock option deductions, which will be credited to paid-in capital when realized.

Because of the "change of ownership" provisions of the Tax Reform Act of 1986, a portion of the Company's federal net operating loss and credit carryovers may be subject to an annual limitation regarding their utilization against taxable income in future periods.

9. Employee Retirement Plan

The Company sponsors an Employee Retirement Plan, generally available to all employees, in accordance with Section 401(k) of the Internal Revenue Code. Employees may elect to contribute up to the Internal Revenue Service annual contribution limit. Under this Plan, at the discretion of the Board of Directors, the Company may match a portion of the employees’ contributions. The Company made no discretionary or matching contributions to the Plan for the years ended June 30, 2015 and 2014.

Cesca Therapeutics Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(in thousands except shares and per share amounts)

10. Subsequent Events

On August 31, 2015, the Company sold senior secured convertible debentures of $15,000 ("Debentures"), Series A warrants to purchase up to 22,058,823 shares of the Company's common stock at an exercise price equal to $0.68 per share for a period of five and one-half years ("Series A warrants") and Series B warrants to purchase up to 12,132,353 shares of the Company's common stock at an exercise price equal to $0.68 per share for a period of eighteen months ("Series B warrants"). At the initial closing on August 31, 2015, the Company received gross proceeds of $5,500. The remaining $9,500 of gross proceeds will be deposited in our deposit control account and released after receiving (i) stockholder approval of certain share issuances relating to the financing to meet Nasdaq listing requirements, (ii) stockholder approval of an amendment to the Company's certificate of incorporation increasing its authorized number of shares of common stock to 350,000,000 and (iii) approval from California Institute for Regenerative Medicine ("CIRM") of a grant in the amount of $10,000, for the U.S. pivotal clinical trial in critical limb ischemia.

The debentures bear no interest, may be convertible into shares of the Company's common stock at a conversion price of $0.68 per share and are secured by all of the Company's assets. The Series A and B warrants are subject to vesting based upon the amount of funds actually received by the Company in the sale of the senior secured convertible debentures and are exercisable upon the earlier of the approval of the transaction by the Company's stockholders and the 6 month anniversary of the issuance date. Following shareholder approval, the Series B warrants may be exercised on a cashless basis at market price at the time of exercise if it is lower than the conversion price subject to a floor of $0.10 per share.

In September 2015, the Company effected a strategic reorganization which resulted in the elimination of approximately 15 positions. Non-recurring severance costs of approximately $245 are expected to be recorded in the first quarter of fiscal 2016.

ITEM 9. <u>CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.</u>

On May 6, 2015, Ernst & Young LLP ("E&Y") informed our Chairman of the audit committee that E&Y was resigning as the Company's independent registered public accounting firm. E&Y's resignation has been accepted by the Company's audit committee. The report of E&Y on the Company's financial statements for the past two fiscal years did not contain an adverse opinion or a disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope, or accounting principles. In connection with the audits of the Company's financial statements for each of the two fiscal years ended June 30, 2014 and 2013, and in the subsequent interim period through May 6, 2015, there were no disagreements with E&Y on any matters of accounting principles or practices, financial statement disclosure, or auditing scope and procedures which, if not resolved to the satisfaction of E&Y would have caused E&Y to make reference to the matter in their report.

On May 29, 2015 the Company engaged Marcum LLP ("Marcum") as its independent registered public accounting firm. During the Company's two most recent fiscal years ended June 30, 2013 and 2014, and during the subsequent interim period through May 29, 2015, the Company has not, and no one on the Company's behalf has, consulted with Marcum regarding: (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that Marcum concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

ITEM 9A. <u>CONTROLS AND PROCEDURES.</u>

Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer along with our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined by Exchange Act Rule 13a-15(e) and 15d-15(e)) as of the end of our fiscal quarter pursuant to Exchange Act Rule 13a-15. The term disclosure controls and procedures means our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of June 30, 2015 for the reason discussed below.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of the Company's management, including the Company's Chief Executive and Financial Officers, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on criteria established in the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, the Company's management concluded that its internal control over financial reporting was not effective as of June 30, 2015 due to the existence of the material weakness discussed below.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Subsequent to the completion of the audit of our financial statements for the year ended June 30, 2014, it was determined that a deficiency existed in our governance practices related to the timeliness and consistency of communications between the audit committee, management and the auditors. This deficiency was concluded to represent a material weakness in our internal control over financial reporting. In order to remediate this material weakness, we have engaged independent outside counsel, who has reviewed our corporate governance procedures and has recommended appropriate changes, which we have implemented and we will evaluate such changes on an ongoing basis.

During the quarter ended March 31, 2014, we completed the acquisition of TotipotentRX. TotipotentRX was a private company and was not been subject to the Sarbanes-Oxley Act of 2002, the rules and regulations of the SEC, or other corporate governance requirements to which public reporting companies may be subject. During the audit of TotipotentRX's financial statements for the year ended December 31, 2012, TotipotentRX's independent registered public accounting firm determined that a material weakness existed in its internal control over financial reporting as TotipotentRX did not have adequate personnel and information systems in place to prepare financial statements on a timely basis, including accrual accounting, non-routine data processes and estimation processes and procedures over financial accounting and reporting. As part of our integration activities, we incorporated our controls and procedures into the TotipotentRX subsidiaries to augment our company-wide controls to reflect the risks inherent in an acquisition of this type including the hiring of adequate, competent personnel. This integration process has been implemented and the material weakness has been fully remediated as of June 30, 2015.

Attestation Report of Independent Registered Public Accounting Firm

Not applicable.

Changes in Internal Control over Financial Reporting

Other than as described above, there have been no changes in the Company's internal controls over financial reporting that occurred during the fiscal quarter ended June 30, 2015, that have materially affected, or are reasonably likely to materially affect its internal controls over financial reporting. We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within any company have been detected.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information required by this Item will be included in and is hereby incorporated by reference from our Proxy Statement for the 2015 Annual Meeting of Stockholders. We have adopted a Code of Ethics applicable to all employees including our CEO and CFO. A copy of the Code of Ethics is available at www.cescatherapeutics.com.

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this Item will be included in and is hereby incorporated by reference from our Proxy Statement for the 2015 Annual Meeting of Stockholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information required by this Item will be included in and is hereby incorporated by reference from our Proxy Statement for the 2015 Annual Meeting of Stockholders.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required by this Item will be included in and is hereby incorporated by reference from our Proxy Statement for the 2015 Annual Meeting of Stockholders.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information required by this Item will be included in and is hereby incorporated by reference from our Proxy Statement for the 2015 Annual Meeting of Stockholders.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following documents are filed as a part of this report on Form 10-K.

Management's Report on Internal Control over Financial Reporting is contained as part of this report under Item 9A "Controls and Procedures."

(a) (2) Financial Statement Schedules

Financial statement schedules have been omitted because they are not required.

(b) Exhibits

Exhibits required by Item 601 of Regulation S-K are listed in the Exhibit Index on the next page, which are incorporated herein by this reference.

EXHIBIT INDEX

Exhibit No.	Document Description	Incorporation by Reference
2.1	Plan of Merger Agreement and Reorganization Agreement between ThermoGenesis Corp. and TotipotentRX, dated July 15, 2013	Incorporated by reference to Form 8-K dated July 16, 2013
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cesca Therapeutics Inc.	Incorporated by reference to Form 8-K dated July 25, 2015
3.2	Bylaws of Cesca Therapeutics Inc.	Incorporated by reference to Form 8-K dated April 25, 2014 filed with the SEC on May 1, 2014
3.2.2	Restated Bylaws of Cesca Therapeutics Inc. (1)	Incorporated by reference to Form 8-K dated October 24, 2014 filed with the SEC on October 30, 2014
3.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cesca Therapeutics Inc.	Incorporated by reference to Cesca's Current Report on Form 8-K filed with the SEC on August 26, 2010.
3.4	Certificate of Merger.	Incorporated by reference to Cesca Therapeutics Inc. Current Report Form 8-K filed with the SEC on February 18, 2014.
4.1	Form of Stock Grant Agreement; Common Stock Agreement	Incorporated by reference to Cesca's Current Report on Form 8-K filed with the SEC on November 5, 2010.
10.1	License Agreement with Pall/Medsep Corporation	Incorporated by reference to Form 8-K dated April 14, 1997.
10.2.1	License and Escrow Agreement between Cesca Therapeutics Inc. and CBR Systems, Inc., effective June 15, 2010	Incorporated by reference to Cesca's Quarterly Report on Form 10-Q for the quarter ended December 31, 2010.
10.2.2	First Amendment to Technology License and Escrow Agreement between Cesca Therapeutics Inc. and CBR Systems, Inc., effective February 6, 2013	Incorporate by reference to Form 8-K dated February 12, 2013.
10.2.3	Extension Addendum to Escrow Agreement, effective July 26, 2013	Incorporated by reference to Form 8-K dated August 1, 2013.
10.2.4	Forbearance Agreement to Technology License and Escrow Agreement dated November 26, 2013	Incorporated by reference to Form 8-K filed with the SEC on November 26, 2013
10.3	Amended 2002 Independent Directors Equity Incentive Plan	Incorporated by reference to Form 8-K dated December 15, 2004.
10.6	Amended and Restated 2006 Equity Incentive Plan	Incorporated by reference to Form 8-K dated April 25, 2014 filed with the SEC on May 1, 2014.
10.10+	Product Purchase and International Distribution Agreement between Cesca Therapeutics Inc. and Golden Meditech Holdings, Limited	Incorporated by reference to Form 8-K dated August 24, 2012 and amended October 24, 2012.
10.11	2012 Independent Director Plan	Incorporated by reference to Exhibit A of the Company's Definitive Proxy Statement filed

		October 23, 2012.
10.13	Employment Agreement between Cesca Therapeutics Inc. and Mitchel Sivilotti dated July 15, 2013	Incorporated by reference to Form 8-K dated July 16, 2013.
10.14	Employment Agreement between Cesca Therapeutics Inc. and Kenneth Harris dated July 15, 2013	Incorporated by reference to Form 8-K dated July 16, 2013.
10.16	Employment Agreement with Matthew T. Plavan	Incorporated by reference to Form 8-K dated October 30, 2013
10.17	Employment Agreement with Dan T. Bessey	Incorporated by reference to Form 8-K dated October 30, 2013
10.18	Sales and Purchase Agreement between ThermoGenesis Corp and CBR Systems, Inc. dated December 31, 2013+	Incorporated by reference to Form 8-K dated January 7, 2014.

73

Exhibit No.	Document Description	Incorporation by Reference
10.19	Employment Agreement with Robin C. Stracey	Incorporated by reference to Form 8-K dated June 15, 2015
10.20	Supplement to Employment Agreement with Dan T. Bessey	Incorporated by reference to Form 8-K dated December 1, 2014.
10.21	Form of Securities Purchase Agreement	Incorporated by reference to Form 8-K dated August 31, 2015.
10.22	Form of Debenture	Incorporated by reference to Form 8-K dated August 31, 2015.
10.23	Form of Series A Warrant	Incorporated by reference to Form 8-K dated August 31, 2015.
10.24	Form of Series B Warrant	Incorporated by reference to Form 8-K dated August 31, 2015.
10.25	Form of Registration Rights Agreement	Incorporated by reference to Form 8-K dated August 31, 2015.
10.26	Form of Security Agreement	Incorporated by reference to Form 8-K dated August 31, 2015.
23.1	Consent of Marcum LLP, Independent Registered Public Accounting Firm	Filed herewith.
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm	Filed herewith.
31.1	Certification by the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
31.2	Certification by the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
32	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes Oxley Act of 2002	Filed herewith.
101.INS	XBRL Instance Document‡	
101.SCH	XBRL Taxonomy Extension Schema Document‡	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document‡	
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document‡	
101.LAB	XBRL Taxonomy Extension Label Linkbase Document‡	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document‡	

Footnotes to Exhibit Index

‡ XBRL information is furnished and not filed for purpose of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement or prospectus to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.

+ The SEC has granted confidential treatment with respect to certain portions of this exhibit. Omitted portions have been filed separately with the SEC.

74

GLOSSARY OF CERTAIN TECHNICAL TERMS

510(k): Formal notification to FDA to obtain clearance to market the medical device. The device must be substantially equivalent to devices manufactured prior to 1976, or which have been found substantially equivalent after that date.

ADIPOSE: Tissue in which fat is stored and which has the cells swollen by droplets of fat.

ADULT STEM CELLS: All non-embryonic stem cells.

ALLOGRAFT: A tissue graft from a donor of the same species as the recipient but not genetically identical.

AUTOGRAFT: A graft of tissue from one point to another of the same individual's body.

AUTOLOGOUS: Autogenous; related to self; originating within an organism itself, as obtaining blood from the patient for use in the same patient.

BONE MARROW ASPIRATE: When a small amount of bone marrow is removed and tested.

BONE MARROW CONCENTRATE (“BMC”): the product of subjecting bone marrow aspirate to the process of centrifugation. The process of centrifugation separates the aspirated cells into concentrated fractions that may then be separately preserved for research or therapeutic purposes.

CRITICAL LIMB ISCHEMIA (“CLI”): A severe obstruction of the arteries that seriously decreases blood flow to the extremities (arms, hands, legs, feet) and has progressed to the point of severe pain and even skin ulcers of sores.

CRYOPRESERVATION: Maintaining the life of excised tissue or organs by freezing and storing at very low temperatures.

HEMATOPOIETIC: The formation of blood.

HOMOLOGOUS: Coming from and going back into the same organ system.

IN VITRO: Occurring in an artificial environment outside a living organism.

IN VIVO: Occurring or made to occur within a living organism or natural setting.

ISCHEMIA: Deficient supply of blood and oxygen to a body part.

MONONUCLEAR CELLS ("MNCs"): A term used to refer to blood cells that under a microscope can be seen to have a large round shaped nucleus. These cells include monocytes and lymphocytes which are involved in fighting infections in the body and also stem cells which have the potential to replicate and to generate new tissues as part of the body's healing process.

PERIPHERAL BLOOD: A term used to describe the blood that is contained in the body's circulatory system. It can be collected by a health care professional by inserting a needle into a vein.

PLATELET RICH PLASMA ("PRP"): A volume of autologous plasma that has a platelet concentration above baseline.

REGENERATIVE MEDICINE: The process of creating living, functional tissues to repair or replace tissue or organ function lost due to age, disease, damage, or congenital defects.

STEM CELLS: Undifferentiated, primitive cells in the bone marrow or cord blood with the ability both to multiply and to differentiate into specific blood or tissue cells.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cesca Therapeutics Inc.

Dated: September 17, 2015 By:/s/ CRAIG W. MOORE
Craig W. Moore, Chairman of the Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By:/s/	CRAIG W. MOORE Craig W. Moore, Chairman of the Board	Dated: September 17, 2015
By:/s/	ROBIN C. STRACEY Robin S. Stracey, Chief Executive Officer and Director (Principal Executive Officer)	Dated: September 17, 2015
By:/s/	MICHAEL BRUCH Michael Bruch, Interim Chief Financial Officer (Principal Financial and Accounting Officer)	Dated: September 17, 2015
By: /s/	DENIS MICHAEL RHEIN Denis Michael Rhein, Director	Dated: September 17, 2015
By: /s/	MAHENDRA S. RAO Mahendra Rao, Director	Dated: September 17, 2015
By: /s/	KENNETH HARRIS Kenneth Harris, President and Director	Dated: September 17, 2015