

ATHERSYS, INC / NEW  
Form S-8  
June 20, 2016

As filed with the Securities and Exchange Commission on June 20, 2016.

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**ATHERSYS, INC.**

(Exact name of registrant as specified in its charter)

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

**20-4864095**  
(I.R.S. Employer  
Identification No.)

**3201 Carnegie Avenue**

**Cleveland, Ohio**  
**(Address of Principal Executive Offices)**

**44115-2634**  
**(Zip Code)**

**Athersys, Inc. Amended and Restated 2007 Long-Term Incentive Plan**

**(Full title of the plan)**

**Dr. Gil Van Bokkelen**

**Chief Executive Officer**

**Athersys, Inc.**

**3201 Carnegie Avenue**

**Cleveland, Ohio 44115-2634**

**(216) 431-9900**

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

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

## CALCULATION OF REGISTRATION FEE

| <b>Title of Securities</b>                | <b>Amount</b>                                | <b>Proposed<br/>maximum<br/>offering price</b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price<sup>(3)</sup></b> | <b>Amount of<br/>registration fee</b> |
|---|--|--|--|---------------------------------------|
| <b>to be Registered</b>                   | <b>to be<br/>registered<sup>(1)(2)</sup></b> | <b>per share<sup>(3)</sup></b>                 |  |                                       |
| Common Stock, par value \$0.001 per share | 10,000,000                                   | \$2.23   | \$22,300,000   | \$2,245.61                            |

- (1) Represents maximum number of additional shares of common stock of the Registrant, par value \$0.001 per share ( *Common Stock* ), issuable pursuant to the Athersys, Inc. Amended and Restated 2007 Long-Term Incentive Plan (the *Plan* ) being registered hereon.
- (2) Pursuant to Rule 416(a) of the Securities Act of 1933 (the *Securities Act* ), this Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, on the basis of the average of the high and low prices of the Common Stock on the NASDAQ Capital Market on June 15, 2016, which date is within five business days prior this filing.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Athersys, Inc., a Delaware corporation (the **Registrant**), for the purpose of registering an additional 10,000,000 shares of common stock, par value \$0.001 per share, of the Registrant under the Athersys, Inc. Amended and Restated 2007 Long-Term Incentive Plan (the **Plan**). Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of its Registration Statements on Form S-8, Registration Nos. 333-147380, 333-175023 and 333-189408, relating to the Plan, except that the provisions contained in Part II of such earlier Registration Statements are modified as set forth in this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 4.1            | Athersys, Inc. Amended and Restated 2007 Long-Term Incentive Plan           |
| 5.1            | Opinion of Jones Day  |
| 23.1           | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm |
| 23.2           | Consent of Jones Day (Included in Exhibit 5.1)                              |
| 24.1           | Power of Attorney   |

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**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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on this 20th day of June, 2016.

**ATHERSYS, INC.**

By: /s/ Gil Van Bokkelen  
 Name: Gil Van Bokkelen  
 Title: Chairman and 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 date indicated.

| <b>Signatures</b>                        | <b>Title</b>   | <b>Date</b>   |
|--|--|---------------|
| /s/ Gil Van Bokkelen<br>Gil Van Bokkelen | Chairman and Chief Executive Officer<br><br>(Principal Executive Officer)            | June 20, 2016 |
| *<br>Laura K. Campbell                   | Senior Vice President of Finance<br><br>(Principal Financial and Accounting Officer) | June 20, 2016 |
| *<br>John J. Harrington Ph.D.            | Executive Vice President, Chief Scientific Officer<br>and Director                   | June 20, 2016 |
| *<br>Lee E. Babiss                       | Director   | June 20, 2016 |
| *<br>Ismail Kola                         | Director   | June 20, 2016 |
| *<br>Lorin J. Randall                    | Director   | June 20, 2016 |
| Jordan S. Davis                          | Director   | June 20, 2016 |
| *<br>Jack L. Wyszomierski                | Director   | June 20, 2016 |

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This registration statement has been signed on behalf of the above officers and directors by Gil Van Bokkelen, as attorney-in-fact pursuant to a power of attorney filed as Exhibit 24.1 to this registration statement.

By: /s/ Gil Van Bokkelen  
Name: Gil Van Bokkelen  
Title: Chairman and Chief Executive  
Officer

**EXHIBIT INDEX**

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