

CESCA THERAPEUTICS INC.

Form 424B3

February 16, 2016

Table Of Contents

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-207115

Prospectus Supplement No. 5

(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 Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on February 16, 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 February 12, 2016, the last reported sale price of our common stock on the Nasdaq Capital Market was \$0.20 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 February 16, 2016

Table Of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period
 ended December 31, 2015.

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition from
_____ to _____.

Commission File Number: 000-16375

Cesca Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware **94-3018487**

(State of incorporation) (I.R.S. Employer Identification No.)

2711 Citrus Road

Rancho Cordova, California 95742

(Address of principal executive offices) (Zip Code)

(916) 858-5100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files).

Yes No

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 definition 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 Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at February 16, 2016
Common stock, \$.001 par value	60,013,350

Table Of Contents

Cesca Therapeutics Inc.

INDEX

Page Number

Part I Financial Information

Item 1.	<u>Financial Statements</u>	3
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	18
Item 3.	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	25
Item 4.	<u>Controls and Procedures</u>	25

Part II Other Information

Item 1.	<u>Legal Proceedings</u>	26
Item 1A.	<u>Risk Factors</u>	26
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	29
Item 3.	<u>Defaults upon Senior Securities</u>	29
Item 4.	<u>Mine Safety Disclosure</u>	29
Item 5.	<u>Other Information</u>	29
Item 6.	<u>Exhibits</u>	29

	<u>Signatures</u>	30
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Table Of Contents**PART I - FINANCIAL INFORMATION****Item 1. Financial Statements****Cesca Therapeutics Inc.****Condensed Consolidated Balance Sheets**

(in thousands, except share and per share amounts)

	December 31, 2015 (Unaudited)	June 30, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,942	\$3,357
Accounts receivable, net of allowance for doubtful accounts of \$40 (\$46 at June 30, 2015)	3,467	5,133
Inventories	3,986	4,598
Prepaid expenses and other current assets	336	163
Total current assets	10,731	13,251
Equipment at cost, less accumulated depreciation of \$5,316 (\$4,935 at June 30, 2015)	3,137	2,937
Goodwill	13,195	13,195
Intangible assets, net	21,045	21,295
Other assets	78	79
Total assets	\$ 48,186	\$50,757
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 4,424	\$5,079
Accrued payroll and related expenses	462	705
Deferred revenue	279	635
Other current liabilities	2,225	1,527
Total current liabilities	7,390	7,946
Noncurrent deferred tax liability	7,641	7,641
Derivative obligations	643	--
Convertible debentures, net	62	--
Other noncurrent liabilities	259	268

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Total liabilities	15,995	15,855
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.001 par value; 2,000,000 shares authorized, none issued and outstanding	--	--
Common stock, \$0.001 par value; 350,000,000 shares authorized; 42,807,468 issued and outstanding (40,501,730 at June 30, 2015)	43	41
Paid in capital in excess of par	173,872	172,540
Accumulated deficit	(141,695)	(137,674)
Accumulated other comprehensive loss	(29)	(5)
Total stockholders' equity	32,191	34,902
Total liabilities and stockholders' equity	\$ 48,186	\$ 50,757

See accompanying notes.

Table Of Contents**Cesca Therapeutics Inc.****Condensed Consolidated Statements of Operations and Comprehensive Loss (Unaudited)**

(in thousands, except share and per share amounts)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
Net revenues	\$3,294	\$4,643	\$6,117	\$8,298
Cost of revenues	2,266	3,102	4,722	5,571
Gross profit	1,028	1,541	1,395	2,727
Expenses:				
Sales and marketing	527	720	1,159	1,528
Research and development	646	1,542	1,743	3,019
General and administrative	1,823	3,632	4,375	5,820
Total operating expenses	2,996	5,894	7,277	10,367
Loss from operations	(1,968)	(4,353)	(5,882)	(7,640)
Fair value change of derivative instruments	2,180	--	3,606	--
Registration rights liquidated damages	(220)	--	(1,100)	--
Loss on cashless exercise of warrants	(564)	--	(564)	--
Other expense net	(52)	(18)	(81)	(27)
Net loss	\$(624)	\$(4,371)	\$(4,021)	\$(7,667)
COMPREHENSIVE LOSS				
Net loss	\$(624)	\$(4,371)	\$(4,021)	\$(7,667)
Other comprehensive loss:				
Foreign currency translation adjustments	1	(37)	(24)	(69)
Comprehensive loss	\$(623)	\$(4,408)	\$(4,045)	\$(7,736)
Per share data:				
Basic and diluted net loss per common share	\$(0.02)	\$(0.11)	\$(0.10)	\$(0.19)

Weighted average common shares outstanding – basic and diluted	41,384,666	40,303,628	40,968,454	40,289,170
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See accompanying notes.

Table Of Contents**Cesca Therapeutics Inc.****Condensed Consolidated Statements of Cash Flows (Unaudited)**

(in thousands)

	Six Months Ended	
	December 31,	
	2015	2014
Cash flows from operating activities:		
Net loss	\$(4,021)	\$(7,667)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	659	667
Stock based compensation expense	304	676
Amortization of debt discount and issue costs	62	--
Change in fair value of derivative	(3,606)	--
Loss on cashless exercise of warrants	564	--
Net change in operating assets and liabilities:		
Accounts receivable	1,634	114
Inventories	568	157
Prepaid expenses and other current assets	(299)	(83)
Other assets	--	5
Accounts payable	(626)	(404)
Accrued payroll and related expenses	(243)	361
Deferred revenue	(322)	(181)
Other liabilities	832	486
Net cash used in operating activities	(4,494)	(5,869)
Cash flows from investing activities:		
Capital expenditures	(602)	(455)
Net cash used in investing activities	(602)	(455)

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