

ATHERSYS, INC / NEW  
Form 8-K  
February 01, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): January 27, 2017**

**ATHERSYS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**3201 Carnegie Avenue,**

**001-33876**  
**(Commission**

**File Number)**

**20-4864095**  
**(IRS Employer**

**Identification No.)**

**44115-2634**

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

**(Zip Code)**

**Registrant's telephone number, including area code: (216) 431-9900**

**Not Applicable**

**(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 (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 8.01. Other Events.**

Athersys, Inc. (the ***Company*** ) is filing herewith the following exhibit to its Registration Statement on Form S-3 (Registration No. 333-194538):

1. Underwriting Agreement, dated as of January 27, 2017, between the Company and William Blair & Company, L.L.C., as representative of the underwriters named therein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b> |
|---------------------------|--------------------|
|---------------------------|--------------------|

- |     |                                                                                                                                                                     |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | Underwriting Agreement, dated as of January 27, 2017, between the Company and William Blair & Company, L.L.C., as representative of the underwriters named therein. |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**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.

**ATHERSYS, INC.**

By: /s/ Laura K. Campbell  
Laura K. Campbell  
Senior Vice President of Finance

Date: February 1, 2017

**Exhibit  
Number**

**Description**

|     |                                                                                                                                                                     |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|