

CESCA THERAPEUTICS INC.  
Form PRE 14A  
September 04, 2015  
Table Of Contents

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant  [X]

Filed by a party other than the Registrant  [ ]

Check the appropriate box:

- [X] Preliminary Proxy Statement
- [ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [ ] Definitive Proxy Statement
- [ ] Definitive Additional Materials
- [ ] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

**CESCA THERAPEUTICS INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
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Table Of Contents

**Cesca Therapeutics Inc.**  
**2711 Citrus Road**  
**Rancho Cordova, CA 95742**

**Telephone (916) 858-5100**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD OCTOBER 30, 2015**

NOTICE IS HEREBY GIVEN that a Special Meeting of Stockholders of Cesca Therapeutics Inc. (the “Company” or “Cesca”), a Delaware corporation, will be held at the law offices of Weintraub Tobin, Company counsel, located at 400 Capitol Mall, Suite 1100, Sacramento, CA 95814, on Friday, October 30 at 9:00 a.m. (PT) for the following purposes:

- To approve, pursuant to Nasdaq Marketplace Rule 5635(d), of the issuance in excess of 20% of the Company’s
1. currently outstanding common stock upon conversion of debentures and exercise of warrants to purchase shares of common stock in connection with a financing; and
  2. To approve an amendment to Company’s Certificate of Incorporation to increase the number of authorized shares of common stock from 150,000,000 to 350,000,000 shares.

These items are described more fully in the proxy statement to this notice. Please give your careful attention to all of the information in the proxy statement.

The Board of Directors of the Company has fixed the close of business on September 10, 2015, as the record date for determining those stockholders who will be entitled to vote at the meeting or any postponement or adjournment thereof. Stockholders are invited to attend the meeting in person.

By Order of the Board of Directors

/s/ David C. Adams  
Corporate Secretary

September 15, 2015  
Rancho Cordova, California

**YOUR VOTE IS IMPORTANT**

Even if you plan to attend the special meeting in person, THE Company requests that you vote by submitting your proxy as early as possible by following the instructions to ensure that your shares will be represented at the special meeting if for any reason you are unable to attend. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy and vote in person.

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Table Of Contents

**TABLE OF CONTENTS**

	<u>PAGE</u>
<u>QUESTIONS AND ANSWERS</u> ABOUT THE SPECIAL MEETING AND PROCEDURAL MATTERS	1
<u>PROPOSAL 1</u> – APPROVE, PURSUANT TO NASDAQ MARKETPLACE RULE 5635(D), OF THE ISSUANCE IN EXCESS OF 20% OF THE COMPANY’S CURRENTLY OUTSTANDING COMMON STOCK UPON CONVERSION OF DEBENTURES AND EXERCISE OF WARRANTS TO PURCHASE SHARES OF COMMON STOCK IN CONNECTION WITH THE FINANCING	8
<u>PROPOSAL 2</u> - AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK	12
<u>HOUSEHOLDING</u>	15
<u>TRANSACTIONS</u> OF OTHER BUSINESS AT THE CESCA THERAPEUTICS INC. SPECIAL MEETING	15

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Table Of Contents

**QUESTIONS AND ANSWERS ABOUT THE 2015 SPECIAL MEETING  
AND PROCEDURAL MATTERS**

Q: Why am I receiving these materials?

The Board of directors of Cesca Therapeutics Inc. is making this proxy statement available to you on the Internet or by delivering a paper copy of this proxy statement to you by mail in connection with the solicitation of proxies for use at Cesca Therapeutics' Special Meeting of Stockholders (the "Special Meeting") to be held on Friday, October 30, 2015 at 9:00 a.m., PT, and any adjournment or postponement of the Special Meeting. The Special Meeting will be held at the law offices of Weintraub Tobin, Company counsel, located at 400 Capitol Mall, Suite 1100, Sacramento, CA 95814, for the purpose of considering and acting on the matters set forth in this proxy statement.

These proxy materials were first made available or mailed on September 15, 2015 to all Cesca stockholders entitled to vote at the Special Meeting. Cesca's website is [www.cescatherapeutics.com](http://www.cescatherapeutics.com).

Q: What proposals will be voted on at the Special Meeting?

A: Cesca stockholders are being asked to vote on the following matters at the Special Meeting:

- To approve, pursuant to Nasdaq Marketplace Rule 5635(d), of the issuance in excess of 20% of the Company's
1. currently outstanding common stock upon conversion of debentures and exercise of warrants to purchase shares of common stock in connection with the financing; and
  2. To approve an amendment to Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 150,000,000 to 350,000,000 shares.

These proposals are being solicited in connection with the sale of \$15,000,000 in Senior Secured Convertible Debentures ("Debentures") and Series A warrants ("Series A Warrants") and Series B warrants ("Series B Warrants" and together with the Series A Warrants, "Warrants") to purchase shares of common stock which closed on August 31, 2015, all as further discussed in detail below in Proposal 1.

Q: Who is entitled to vote at the Special Meeting?

Cesca's Board of Directors set September 10, 2015 as the record date for the Special Meeting. If you owned Cesca A: common stock at the close of business on September 10, 2015, you may attend and vote at the meeting. As of September 10, 2015, there were \_\_\_\_\_ shares of Cesca common stock outstanding.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with Cesca's transfer agent, Computershare Investor Services LLC, you are considered the "stockholder of record" with respect to those shares, and the notice or these proxy materials have been sent directly to you by Cesca.

A:

Some Cesca stockholders hold their shares through a broker, bank or other nominee, rather than directly in their own names. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the "beneficial owner" of those shares held in street name, and the notice or these proxy materials have been forwarded to you by your broker, bank or nominee who is considered, with respect to those shares, the stockholder of record.

Q: How many votes do I have?

You are entitled to one vote for each share of Cesca common stock you owned at the close of business on the record date, provided that those shares are either held directly in your name as the stockholder of record or were held for you as the beneficial owner through a broker, bank or other nominee.

Table Of Contents

Q: What should I do if I receive more than one notice or set of voting materials?

A: You may receive more than one notice or set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate notice or voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one notice or proxy card. Please vote by telephone or the Internet with respect to each notice that you receive, or complete, sign, date and return each proxy card and voting instruction card that you receive, to ensure that all of your shares are voted at the Special Meeting.

Q: How can I vote my shares in person at the Special Meeting?

If you are the stockholder of record of shares of Cesca common stock, you have the right to vote in person at the Special Meeting with respect to those shares.

A: If you are the beneficial owner of shares of Cesca common stock, you are invited to attend the Special Meeting. However, if you are not the stockholder of record, you may not vote these shares in person at the Special Meeting, unless you obtain a legal proxy from your broker, bank or nominee giving you the right to vote the shares at the Special Meeting.

Even if you plan to attend the Special Meeting, Company recommends that you also submit your proxy card or voting instructions as described in the next Q&A so that your vote will be counted if you later decide not to attend the Special Meeting.

Q: How can I vote my shares without attending the Special Meeting?

A: If you are the stockholder of record, you may instruct the proxy holders how to vote your shares by using the Internet voting site or the toll-free telephone number provided on the website to which the notice directs you or, if you have requested paper copies of the proxy materials, by completing, signing, dating and returning a requested proxy card in the provided, postage pre-paid envelope or by using the Internet voting site or the toll-free telephone number listed on the proxy card. Specific instructions for using the Internet and telephone voting systems are on the website and proxy card (and repeated in the box below). The Internet and telephone voting systems for stockholders of record will be available until 1:00 a.m., Central Time, on October 30, 2015 (the morning of the Special Meeting).



If you are the beneficial owner of shares of Cesca common stock held in street name, you have the right to direct your broker, bank or nominee on how to vote your shares. Your broker, bank or nominee has provided a notice that directs you to a website with Internet and toll-free telephone voting instructions (repeated in the boxes below) or, if you have requested paper copies of the proxy materials, enclosed is a voting instruction card for you to use in directing the broker, bank or nominee regarding how to vote your shares.

Table Of Contents

**VOTE BY INTERNET**

**Shares Held of Record:**

[www.envisionreports.com/KOOL](http://www.envisionreports.com/KOOL)

**Shares Held Through Broker, Bank or Nominee:**

**Internet:** [www.proxyvote.com](http://www.proxyvote.com)

**24 hours a day/7 days a week**

**Through 1:00 am Central Time, October 30, 2015**

**INSTRUCTIONS:**

**Read this Proxy Statement.**

**Go to the applicable website listed above.**

**Have your notice of internet availability of proxy materials, proxy card or voting instruction card in hand (including the control number specified on that notice or card) and follow the instructions.**

**VOTE BY TELEPHONE**

**Shares Held of Record:**

**1-800-652-VOTE (8683)**

**Shares Held Through Broker, Bank or Nominee:**

**1-800-579-1639**

**Toll-free 24 hours a day/7 days a week**

**Through 1:00 am Central Time, October 30, 2015**

**INSTRUCTIONS:**

**Read this Proxy Statement.**

**Call the applicable toll-free number above.**

**Have your proxy materials, proxy card or voting instruction card in hand (including the control number specified on that notice or card) and follow the instructions.**

**If you have questions or need assistance in voting your shares, please call:**

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**480 Washington Blvd., 26th Floor**

**Jersey City, NJ 07310**

**(800) 868-1391 (Toll Free)**

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3

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Table Of Contents

Q: Can I change or revoke my vote after I return a proxy card or voting instruction card?

A: If you are the stockholder of record, you may revoke your proxy or change your vote by:

Delivering to the Corporate Secretary of Cesca Therapeutics Inc., prior to your shares being voted at the Special Meeting, a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy card relating to the same shares (such written notice should be hand delivered to Cesca's Assistant Corporate Secretary or should be sent so as to be delivered to Cesca Therapeutics Inc., 2711 Citrus Road, Rancho Cordova, CA 95742, Attention: Corporate Secretary);

Attending the Special Meeting and voting in person; or

Making a timely and valid later Internet or telephone vote, as the case may be, if you have previously voted on the Internet or by telephone in connection with the Special Meeting.

If you are the beneficial owner of shares held in street name, you may change your vote by:

Submitting new voting instructions to your broker, bank or other nominee in a timely manner; or

Attending the Special Meeting and voting in person, if you have obtained a legal proxy from the broker, bank or nominee that holds your shares giving you the right to vote the shares.

Q: Can I attend the Special Meeting?

A: All Cesca stockholders as of the record date, September 10, 2015, or their duly appointed proxies, may attend the Special Meeting. If you are the beneficial owner of Cesca shares held in street name, please bring proof of ownership such as a brokerage statement or letter from the broker, bank or other nominee that is the owner of record of the shares.

Q: How many votes must be present or represented to conduct business at the Special Meeting?

A: The presence of a majority of the shares entitled to vote at the Special Meeting is necessary to constitute a quorum at the Special Meeting. Presence is determined by the stockholder entitled to vote the shares being present at the Special Meeting or having properly submitted a proxy with respect to the shares. In compliance with Delaware General Corporate Law, abstentions and broker "non-votes" will be counted as present and entitled to vote at the

Special Meeting and are thereby included for purposes of determining whether a quorum is present at the Special Meeting.

A broker “non-vote” occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker, bank or nominee does not have discretionary voting power with respect to that proposal and has not received instructions from the beneficial owner.

If sufficient votes to constitute a quorum are not received by the date of the Special Meeting, the persons named as proxies in this proxy statement may propose one or more adjournments of the meeting to permit further solicitation of proxies. Adjournment would require the affirmative vote of the holders of a majority of the outstanding shares of Cesca common stock present in person or represented by proxy at the Special Meeting. The persons named as proxies in this proxy statement would generally exercise their authority to vote in favor of adjournment.

Q: What is the voting requirement to approve each of the proposals?

The affirmative vote of a majority of the shares of common stock present, whether in person or represented by proxy, is required to approve Proposal 1. The affirmative vote of a majority of the outstanding shares of common stock, whether in person or represented by proxy, is required to approve Proposal 2.

Table Of Contents

Q: How are votes counted?

A: You may vote “FOR”, “AGAINST” or “ABSTAIN” on each proposal. Abstentions are deemed to be votes cast and thereby have the same effect as a vote against the proposal. Broker non-votes are not deemed to be votes cast and thereby do not affect the outcome of the voting on the proposal, except in the case of Proposal 2 where a broker non-vote will adversely affect the proposal as it requires a majority of outstanding shares to vote “FOR” approval.

Q: Where can I find the voting results of the Special Meeting?

A: The Company’s Assistant Corporate Secretary will tabulate the votes and act as the inspector of election. Company intends to announce preliminary voting results at the Special Meeting. Company will provide final results on a Form 8-K within four business days of the Special Meeting.

Q: Who pays for the proxy solicitation process?

A: Cesca will bear the cost of soliciting proxies, including the cost of preparing, posting and mailing proxy materials. In addition to soliciting stockholders by mail and through its regular employees, Cesca will request brokers, banks and other nominees to solicit their customers who hold shares of Cesca common stock in street name. Cesca may reimburse such brokers, banks and nominees for their reasonable, out-of-pocket expenses. Cesca may also use the services of its officers, directors and employees to solicit proxies, personally or by telephone, mail, facsimile or email, without additional compensation other than reimbursement for reasonable, out-of-pocket expenses. Cesca has retained Georgeson, Inc. to aid in the solicitation of proxies and anticipate that the costs of such services will be approximately \$10,000.

Q: How do I get an additional copy of the proxy materials?

A: If you would like an additional copy of this proxy statement, these documents are available in digital form for download or review by clicking on the “Investors” tab at [www.cescatherapeutics.com](http://www.cescatherapeutics.com). Alternatively, Company will promptly send a copy to you upon request by mail to Cesca Therapeutics Inc., Attention: Assistant Corporate Secretary, 2711 Citrus Road, Rancho Cordova, CA 95742 or by calling the Assistant Corporate Secretary of Cesca Therapeutics at (916) 858-5100.

Q: How do I get proxy materials electronically?

A: Company encourages you to register to receive all future stockholder communications electronically, instead of in print. This means that the special report, proxy statement and other correspondence will be delivered to you via

email. Electronic delivery of stockholder communications helps Cesca to conserve natural resources and to save money by reducing printing, postage and service provider costs.

*Stockholders of Record:* If you vote your shares using the Internet at [www.envisionreports.com/KOOL](http://www.envisionreports.com/KOOL), please follow the prompts for enrolling in the electronic proxy delivery service.

*Beneficial Owners:* If you vote your shares using the Internet at [www.proxyvote.com](http://www.proxyvote.com), please complete the consent form that appears on-screen at the end of the Internet voting procedure to register to receive stockholder communications electronically. Stockholders holding through a bank, broker or other nominee may also refer to information provided by the bank, broker or nominee for instructions regarding how to enroll in electronic delivery.

Table Of Contents**STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT OF CESCA THERAPEUTICS INC.**

The Company has only one class of stock outstanding, common stock. The following table sets forth certain information as of September 1, 2015 with respect to the beneficial ownership of Company's common stock for (i) each director, (ii) each Named Executive Officer (NEO), (iii) all of Company's directors and officers as a group, and (iv) each person known to us to own beneficially five percent (5%) or more of the outstanding shares of Company's common stock. As of September 1, 2015 there were 40,501,730 shares of common stock outstanding.

Unless otherwise indicated, the address for each listed stockholder is: Cesca Therapeutics, 2711 Citrus Road, Rancho Cordova, California 95742. To Company's knowledge, except as indicated in the footnotes to this table or pursuant to applicable community property laws, the persons named in the table have sole voting and investment power with respect to the shares of common stock indicated.

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership<sup>(1)</sup></b>		<b>Percent of Class</b>	
Craig Moore	148,098	(2)	*	%
Mahendra Rao MD, PhD.	70,384	(3)	*	%
Michael Rhein	553,247	(4)	1.4	%
Robin Stracey	465,405	(5)	1.1	%
Michael Bruch	63,951		*	%
Ken Harris	4,643,743	(6)	11.4	%
Mitch Sivilotti	4,687,206	(7)	11.6	%
Ray DeGrella	26,667	(8)	*	%
Matthew Plavan	501,503	(9)	1.2	%
Dan Bessey	55,833		*	%