

Xu Xiaochun
Form 4
April 18, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Xu Xiaochun

2. Issuer Name **and** Ticker or Trading
Symbol
CESCA THERAPEUTICS INC.
[KOOL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2711 CITRUS ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2018

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

RANCHO CORDOVA, CA 95742
(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Second Amended and Restated Convertible Promissory Note ⁽¹⁾	\$ 1.61	04/16/2018	A	\$ 10,000,000					04/16/2018 ⁽¹⁾	03/06/2022 ⁽¹⁾	Common Stock, par value \$.001 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Xu Xiaochun 2711 CITRUS ROAD RANCHO CORDOVA, CA 95742	X	X	President and CEO	

Signatures

/s/ Xiaochun Xu 04/18/2018

 **Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Second Amended and Restated Convertible Promissory Note due March 6, 2022 (the "Note") was issued pursuant to a First Amended and Restated Revolving Credit Agreement, dated April 16, 2018, as reported in the Issuer's Form 8-K filed on April 18, 2018.

- (1) The Note is in the maximum aggregate principal amount of \$10.0 million, and the outstanding balance and accrued but unpaid interest is convertible at any time by the holder thereof at an initial conversion price of \$1.61 per share, subject to adjustment as set forth in the Note.

- The reported securities are held directly by Boyalife Asset Holding II, Inc. The reporting person is the sole owner and officer of Boyalife Group, Inc., which is the sole owner of Boyalife Asset Holding II, Inc. As such, the reporting person may be deemed to beneficially own the securities reported herein and owned directly by Boyalife Asset Holding II, Inc. The reporting person disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of such reporting person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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