

ATHERSYS, INC / NEW  
Form S-8  
June 20, 2011

As filed with the Securities and Exchange Commission on June 20, 2011.

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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**  
(IRS 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  
(Amended and Restated Effective June 16, 2011)**  
(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

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)(2)</sup>	Proposed maximum offering price per share <sup>(3)</sup>	Proposed maximum aggregate offering price <sup>(3)</sup>	Amount of registration fee
	1,000,000	\$ 2.63	\$ 2,630,000	\$305.35

Common Stock, par value \$0.001 per share

- (1) Represents maximum number of 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 (Amended and Restated Effective June 16, 2011) (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, 2011, within five business days prior to filing.
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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed by Athersys, Inc., a Delaware corporation formerly named BTHC VI, Inc. (the **Registrant** ), for the purpose of registering an additional 1,000,000 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 (Amended and Restated Effective June 16, 2011) (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 Statement on Form S-8, Registration No. 333-147380, relating to the Plan, except that the provisions contained in Part II of such earlier Registration Statement 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 (Amended and Restated Effective June 16, 2011) (Incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K (Commission No. 001-33876) filed with the Commission on June 20, 2011)
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 20<sup>th</sup> day of June, 2011.

**ATHERSYS, INC.**

By: /s/ Gil Van Bokkelen  
 Gil Van Bokkelen  
 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	Chief Executive Officer and Chairman of	June 20, 2011
Gil Van Bokkelen	the Board of Directors (Principal Executive Officer)	
*	Vice President of Finance	June 20, 2011
Laura K. Campbell	(Principal Financial and Accounting Officer)	
*	Executive Vice President,	June 20, 2011
John J. Harrington	Chief Scientific Officer and Director	
*	Director	June 20, 2011
Lee E. Babiss		
*	Director	June 20, 2011
Lorin J. Randall		
*	Director	June 20, 2011
George M. Milne, Jr.		
*	Director	June 20, 2011
Jack L. Wyszomierski		
*	Director	June 20, 2011
Ismail Kola		

\* 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  
Gil Van Bokkelen  
Attorney-in-Fact

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