

Ocata Therapeutics, Inc.

Form 4

February 11, 2016

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 *
Lanza Robert

(Last) (First) (Middle)

33 LOCKE DR., C/O OCATA
THERAPEUTICS, INC.

(Street)

MARLBOROUGH, MA 01752

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Ocata Therapeutics, Inc. [OCAT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Chief Scientific Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	02/10/2016		U(1)(2)	V Amount (A) or (D) Price	\$ 8.5 0	D	

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

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information contained in this form are not
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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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21	02/10/2016		D		40,000		<u>(3)</u>	02/07/2018	Common Stock	40,000
Stock Option (Right to Buy)	\$ 9.8	02/10/2016		D		53,500		<u>(3)</u>	11/13/2019	Common Stock	53,500
Stock Option (Right to Buy)	\$ 19.5	02/10/2016		D		17,834		<u>(3)</u>	01/10/2021	Common Stock	17,834
Stock Option (Right to Buy)	\$ 15.7	02/10/2016		D		150,000		<u>(3)</u>	08/08/2021	Common Stock	150,000
Stock Option (Right to Buy)	\$ 6.2	02/10/2016		D		12,858		<u>(3)</u>	11/08/2023	Common Stock	12,858
Stock Option (Right to Buy)	\$ 8.49	02/10/2016		D		35,334		<u>(3)</u>	09/12/2024	Common Stock	35,334
Stock Option (Right to Buy)	\$ 8.49	02/10/2016		D		76,666		<u>(3)</u>	09/12/2024	Common Stock	76,666

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lanza Robert 33 LOCKE DR., C/O OCATA THERAPEUTICS, INC. MARLBOROUGH, MA 01752	Chief Scientific Officer

Signatures

/s/ Edward Myles,
Attorney-in-Fact

02/10/2016

__Signature of Reporting Person

Date

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).

- (1) On November 10, 2015, Ocata Therapeutics, Inc. (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Astellas Pharma Inc. ("Astellas") and Laurel Acquisition Inc., an indirect wholly-owned subsidiary of Astellas ("Merger Sub"), pursuant to which Astellas acquired the Company in a merger (the "Merger") that became effective on February 10, 2016.

- (2) Pursuant to the Merger Agreement, all shares of Company common stock outstanding immediately prior to the effective time of the Merger (the "Effective Time"), were canceled and converted automatically into the right to receive a cash payment equal to \$8.50 per share (the "Offer Price"), and all shares of Company restricted stock units outstanding immediately prior to the Effective Time, whether vested or unvested, were canceled and converted automatically into the right to receive a cash payment equal to the Offer Price. Includes 32,667 shares of Company common stock issued upon the settlement of restricted stock units.

- (3) Pursuant to the Merger Agreement, each Company stock option outstanding and unexercised immediately prior to the Effective Time, whether vested or unvested, was canceled and converted automatically into the right to receive a cash payment with respect thereto equal to the product of (i) the number of shares of Company common stock subject to such Company stock option immediately prior to the Effective Time and (ii) the excess, if any, of \$8.50 over the exercise price per share subject to such Company stock option immediately prior to the Effective Time. Company stock options in respect of which the exercise price per share equaled or exceeded \$8.50 were cancelled, in accordance with the terms of the applicable equity incentive plan and award agreement, for no consideration as of the Effective Time.

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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