Ocata Therapeutics, Inc. Form 4

February 11, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAPIRO ALAN C			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		25111	Ocata Therapeutics, Inc. [OCAT]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
33 LOCKE DR., C/O			02/10/2016	Officer (give title Other (specify		
OCATA, THERAPEUTICS, INC.				below) below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MARLBORO	UGH, MA (01752		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Transaction(A) or Dispo Code (Instr. 3, 4 ar (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/10/2016		<u>U(1)</u>	252,206	D	\$ 8.5	0	I	By Trust
Common Stock	02/10/2016		<u>U(1)</u>	15,530	D	\$ 8.5	0	I	By Trust
Common Stock	02/10/2016		U <u>(1)</u>	15,530	D	\$ 8.5	0	I	By Trust

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

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number.

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	\$ 13.5	02/10/2016		D	500	(2)	04/20/2016	Common Stock	500
Stock Option (Right to Buy)	\$ 18.5	02/10/2016		D	5,000	(2)	06/01/2021	Common Stock	5,000
Stock Option (Right to Buy)	\$ 9	02/10/2016		D	5,000	(2)	01/01/2022	Common Stock	5,000
Stock Option (Right to Buy)	\$ 5.79	02/10/2016		D	5,000	(2)	01/01/2023	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.17	02/10/2016		D	5,000	(2)	01/02/2024	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.39	02/10/2016		D	5,000	(2)	01/02/2025	Common Stock	5,000
Stock Option (Right to Buy)	\$ 8.36	02/10/2016		D	5,000	(2)	01/04/2026	Common Stock	5,000

8. I De Sec (In

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHAPIRO ALAN C 33 LOCKE DR., C/O OCATA THERAPEUTICS, INC. MARLBOROUGH, MA 01752



Signatures

**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).
 - 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,
- (1) 2016. 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.
 - 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
- (2) 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.
- (3) Held by the Alan Shapiro and Diane Ronningen TTEES FBO Shapiro Family Trust UAD 9/25/89, of which Reporting Person is Trustee.
- (4) Held by the Diane Ronningen Grantor Retained Annuity Trust 2011 DTD 11/8/2011, of which Reporting Person is Trustee.
- (5) Held by the Alan C. Shapiro Grantor Retained Annuity Trust 2011 DTD 11/8/2011, of which Reporting Person is Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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