

Ocata Therapeutics, Inc.  
 Form 4  
 February 11, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PERRY GREGORY D**

(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  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/10/2016		U(1)	21,417 D \$ 8.5	0	D	

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)**

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.37	02/10/2016		D	417	<u>(2)</u> 12/02/2021	Common Stock	417
Stock Option (Right to Buy)	\$ 9	02/10/2016		D	5,000	<u>(2)</u> 01/01/2022	Common Stock	5,000
Stock Option (Right to Buy)	\$ 5.79	02/10/2016		D	5,000	<u>(2)</u> 01/01/2023	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.17	02/10/2016		D	5,000	<u>(2)</u> 01/02/2024	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.39	02/10/2016		D	5,000	<u>(2)</u> 01/02/2025	Common Stock	5,000
Stock Option (Right to Buy)	\$ 8.36	02/10/2016		D	5,000	<u>(2)</u> 01/04/2026	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY GREGORY D 33 LOCKE DR., C/O OCATA THERAPEUTICS, INC. MARLBOROUGH, MA 01752	X			

## Signatures

/s/ Gregory D.  
Perry

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).

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.

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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