

Boyalife Group, Inc.
Form 3
April 26, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *
Â Boyalife Asset Holding II,
Inc.

(Last) (First) (Middle)

2453 S. ARCHER
AVE.,Â SUITE B

(Street)

CHICAGO,Â ILÂ 60616

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
04/16/2018

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and Expiration
Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Second Amended and Restated Convertible Promissory Note ⁽¹⁾	04/16/2018 ⁽¹⁾	03/06/2022 ⁽¹⁾	Common Stock, par value \$.001 per share	6,211,180 ⁽¹⁾	\$ 1.61 ⁽¹⁾	D ⁽²⁾	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyalife Asset Holding II, Inc. 2453 S. ARCHER AVE. SUITE B CHICAGO, IL 60616	Â	Â X	Â	Â
Boyalife Group, Inc. 2453 S. ARCHER AVE. SUITE B CHICAGO, IL 60616	Â	Â X	Â	Â

Signatures

/s/ Xiaochun Xu, Authorized
Officer

04/26/2018

⁽¹⁾Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 number of shares underlying the Note as reflected herein is calculated based on the maximum principal amount of the Note and without reference to conversion limitations in the Note.

(2) The reported securities are held directly by Boyalife Asset Holding II, Inc., which is a wholly owned subsidiary of Boyalife Group, Inc. ("Parent"), and accordingly Parent is an indirect beneficial owner of the reported securities.

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.