

ATHERSYS, INC / NEW
Form SC 13D/A
July 02, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

[Rule 13d-101]

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

§ 240.13d-1(a)

(Amendment No. 2)*

Athersys, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

0474L106

(CUSIP Number)

HEALIOS K.K.

World Trade Center Bldg. 15F

2-4-1 Hamamatsucho

Minato-ku, Tokyo 105-6115, Japan

**Attn: General Manager of Financing
and Accounting Division**

**Randy S. Laxer, Esq.
Morrison & Foerster LLP
Shin-Marunouchi Building, 29th Floor
5-1, Marunouchi 1-Chome
Chiyoda-ku, Tokyo 100-6529 Japan
011-81-3-3214-6522**

**Jeffrey Bell, Esq.
Morrison & Foerster LLP
250 West 55th Street
New York, NY 10019-9601
(212) 468-8000**

(Name, address and telephone number of Person Authorized to Receive Notices and Communications)

June 6, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

(Continued on following pages)

(1) Name of reporting persons:

HEALIOS K.K.

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Japan

(7) Sole Voting Power:

Number of

shares

0

beneficially

(8) Shared Voting Power:

owned by

each

16,000,000

(9) Sole dispositive power:

reporting

person

0

with

(10) Shared dispositive power:

11.3%⁽¹⁾

(11) Aggregate amount beneficially owned by each reporting person:

16,000,000

(12) Check box if the aggregate amount in Row (11) excludes certain shares

(13) Percent of class represented by amount in Row (11):

11.3%

(14) Type of reporting person:

CO

(1) Based on 137,958,545 shares of Common Stock (as defined below) outstanding as of May 1, 2018, as reported on the Issuer's most recent filing on Form 10-Q and the 4,000,000 shares deemed exercisable by Healios upon exercise of its Warrant, as further described in Item 4 below.

(1) Name of reporting persons:

Tadahisa Kagimoto⁽²⁾

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

AF

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Japan

(7) Sole Voting Power:

Number of

shares

0

beneficially

(8) Shared Voting Power:

owned by

each

16,000,000

(9) Sole dispositive power:

reporting

person

0

with

(10) Shared dispositive power:

11.3%⁽³⁾

(11) Aggregate amount beneficially owned by each reporting person:

16,000,000

(12) Check box if the aggregate amount in Row (11) excludes certain shares

(13) Percent of class represented by amount in Row (11):

11.3%

(14) Type of reporting person:

IN

- (2) The reporting person may be deemed to have beneficial ownership of shares of Common Stock (as defined below) solely through his interest in HEALIOS K.K.
- (3) Based on 137,958,545 shares of Common Stock outstanding as of May 1, 2018, as reported on the Issuer's most recent filing on Form 10-Q and the 4,000,000 shares deemed exercisable by Healios upon exercise of its Warrant, as further described in Item 4 below.

Explanatory Note:

This Amendment No. 2 to Schedule 13D (this Second Amendment) is filed to amend the initial Statement on Schedule 13D (the Initial Statement) relating to the common stock, par value \$0.001 per share (the Common Stock), of Athersys, Inc., a Delaware Corporation (Athersys or the Issuer), as filed with the U.S. Securities and Exchange Commission (the SEC) on March 23, 2018 and as amended pursuant to Amendment No. 1 to the Initial Statement, as filed with the SEC on June 11, 2018 (the First Amendment). The Initial Statement, as amended by the First Amendment, is referred to herein as the Statement . Unless set forth below, all previous Items are unchanged, and the Statement remains in full force and effect, except as expressly amended below. Capitalized terms used herein which are not defined herein have the meanings given to them in the Statement.

Item 2. Identity and Background

Item 2 is hereby amended and restated in its entirety to read as follows:

- (a), (f) This Schedule 13D is being filed jointly by (i) HEALIOS K.K. (Healios), a Japanese *kabushiki kaisha*, and (ii) Tadahisa Kagimoto (also known as Hardy TS Kagimoto), a Japanese citizen (each, a Reporting Person and collectively, the Reporting Persons). Mr. Kagimoto may be deemed to have beneficial ownership of shares of Common Stock solely through his interest in Healios. The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13D as Exhibit 99.1. Pursuant to the Joint Filing Agreement, the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.
- (b) The principal business address for each of the Reporting Persons is World Trade Center Bldg. 15F, 2-4-1 Hamamatsucho, Minato-ku, Tokyo 105-6115, Japan.
- (c) The principal business of Healios is to research, develop and manufacture cell therapy products and regenerative medicine products. The principal business of Mr. Kagimoto is to serve as the Chairman and CEO of Healios.
- (d), (e) During the last five years, neither of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and neither Reporting Person has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that has resulted in a Reporting Person being or having been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or that has found violations with respect to such laws.

Item 4. Purpose of Transaction

The following is inserted as a new paragraph between the third and fourth paragraphs of Item 4 of the Statement:

As the owner of a controlling interest in Healios, Mr. Kagimoto may be deemed to have beneficial ownership of all shares of Common Stock beneficially owned by Healios and disclosed herein.

The first chart under the section Warrant under Item 4 of the Statement is hereby amended and restated in its entirety to read as follows:

Term		Acquirable Shares	Exercise Price
Jun. 1, 2018	Dec. 31, 2018	Up to 1,500,000 shares of Common Stock	\$2.50 per share
Sept. 1, 2018	Mar. 31, 2019	Up to 1,500,000 shares of Common Stock	\$2.75 per share
Jan. 1, 2019	Jun. 30, 2019	Up to 1,500,000 shares of Common Stock	\$3.00 per share
Apr. 1, 2019	Sept. 30, 2019	Up to 1,500,000 shares of Common Stock	\$3.25 per share

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) are hereby amended and restated in their entirety to read as follows:

(a)-(b) As of July 2, 2018:

Healios may be deemed to have (i) beneficial ownership (within the meaning of Rule 13d-3 under the Act), (ii) shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, up to 16,000,000 shares of Common Stock, representing approximately 11.3% of such class, and (iii) sole power to vote or direct the vote of, and sole power to dispose or direct the disposition of, no shares of Common Stock. The information contained in Item 4 to this Schedule 13D is herein incorporated by reference.

Mr. Kagimoto may be deemed, solely through his interest in Healios, to have (i) beneficial ownership (within the meaning of Rule 13-d3 under the Act), (ii) shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, the shares of Common Stock identified in the response pertaining to Healios immediately above, and (iii) sole power to vote or direct the vote of, and sole power to dispose or direct the disposition of, no shares of Common Stock. The information contained in Item 4 to this Schedule 13D is herein incorporated by reference.

Mr. Gregory A. Bonfiglio may be deemed to have (i) beneficial ownership (within the meaning of Rule 13-d3 under the Act), (ii) shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, up to 908,906 shares of Common Stock, representing approximately 0.7% of such class, and (iii) sole power to vote or direct the vote of, and sole power to dispose or direct the disposition of, no shares of Common Stock.

(c) Except as set forth above or incorporated herein, Healios has not effected any transaction in Common Stock during the past 60 days. Mr. Kagimoto has not effected any transactions involving shares of Common Stock during the past 60 days, except indirectly through Healios as set forth above or incorporated herein.

Mr. Bonfiglio has not effected any transactions involving shares of Common Stock during the past 60 day

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 Joint Filing Agreement

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: July 2, 2018

HEALIOS K.K.

By

/s/ Hardy TS Kagimoto
Name: Hardy TS Kagimoto
Title: Chairman & CEO

By

/s/ Hardy TS Kagimoto
Hardy TS Kagimoto

[Signature Page to Amendment 2 to Schedule 13D/A (Healios)]