

HEALIOS K.K.
Form 3
July 02, 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 *

HEALIOS K.K.

(Last) (First) (Middle)

WORLD TRADE CENTER
BLDG., 15F, 2-4-1
HAMAMATSUCHO

(Street)

MINATO-KU,
TOKYO, 105-6115

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/06/2018

3. Issuer Name and Ticker or Trading Symbol
ATHERSYS, INC / NEW [ATHX]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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 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)

Common Stock

12,000,000 ⁽¹⁾

D

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

SEC 1473 (7-02)

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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)

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

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant (right to purchase)	06/06/2018	09/01/2020	Common Stock	4,000,000 (2)	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEALIOS K.K. WORLD TRADE CENTER BLDG. 15F, 2-4-1 HAMAMATSUCHO MINATO-KU, TOKYO,Â M0Â 105-6115	Â	Â X	Â	Â

Signatures

/s/ Hardy TS Kagimoto, Chairman and CEO of HEALIOS
K.K. 07/02/2018

__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).
- (1) Represents 12,000,000 shares of Common Stock. See "Explanation of Responses".
- (2) Represents tranche of the Warrant providing right to purchase up to 4,000,000 shares of Common Stock. See "Explanation of Responses".
- (3) Greater of \$1.76 and 110% of the average closing price per share of Common Stock for the 10 trading days immediately preceding (but not including) the date the Warrant is exercised.

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Remarks:

ForÂ furtherÂ informationÂ regardingÂ HEALIOSÂ K.K.'sÂ ("Healios")Â beneficialÂ ownershipÂ ofÂ securities,Â pleaseÂ

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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