

Harrington John J
 Form 4
 June 18, 2018

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 *
 Harrington John J

2. Issuer Name and Ticker or Trading Symbol
 ATERSYS, INC / NEW [ATHX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3201 CARNEGIE AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec Vice Pres and CSO

CLEVELAND, OH 44115-2634
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 06/14/2018 | | S | | 7,500 (1) \$ 2.3058 (2) 612,503 | D | |
| Common Stock | 06/15/2018 | | F | | 7,683 (3) \$ 2.32 604,820 | D | |
| Common Stock | 06/15/2018 | | S | | 7,500 (1) \$ 2.2959 (4) 597,320 | D | |
| Common Stock | 06/18/2018 | | A | | 94,500 (5) \$ 0 691,820 (6) | D | |

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

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(9-02)

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

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Incentive Stock Option (right to purchase) | \$ 2.31 | 06/18/2018 | | A | 225,000 | <u>(7)</u> 06/18/2028 | Common Stock 225,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harrington John J 3201 CARNEGIE AVENUE CLEVELAND, OH 44115-2634 | X | | Exec Vice Pres and CSO | |

Signatures

/s/ Laura K. Campbell, as attorney-in-fact for John J.
Harrington

06/18/2018

__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).

(1) Shares sold pursuant to a predefined Rule 10b5-1 trading plan for tax and planning purposes.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.21

(2) to \$2.37, inclusive, in accordance with a previously established Rule 10b5-1 predefined trading plan enacted for tax and planning purposes.

(3) Shares withheld from the quarterly vesting of annual restricted stock unit awards related to the minimum tax withholding obligation.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.265

(4) to \$2.32, inclusive, in accordance with a previously established Rule 10b5-1 predefined trading plan enacted for tax and planning purposes.

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- (5) Award of annual restricted stock units, each of which represents a contingent right to receive one share of Athersys, Inc. common stock after vesting. The restricted stock units vest ratably on a quarterly basis over a three-year period.
- (6) Securities beneficially owned are comprised of: (1) 397,500 shares of common stock owned and (2) unvested restricted stock units aggregating 294,320 related to annual awards, which vest quarterly over a three or four-year period from grant date.
- (7) Award of an annual stock option. The option vests ratably on a quarterly basis over a three-year period.

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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