

ATHERSYS, INC / NEW  
Form 8-K  
January 15, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): January 15, 2014**

**Athersys, Inc.**

**(Exact name of registrant as specified in charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-33876**  
**(Commission**  
**File Number)**

**20-4864095**  
**(IRS Employer**  
**Identification No.)**

**3201 Carnegie Avenue,**

**Cleveland, Ohio**  
**(Address of principal executive offices)**

**44115-2634**  
**(Zip Code)**

**Registrant's telephone number, including area code: (216) 431-9900**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

In connection with the issuance and sale of 5,000,000 shares of common stock, par value \$0.001 per share (the Common Stock ), of Athersys, Inc. (the Company ) and warrants to purchase up to an additional 1,500,000 shares of Common Stock by the Company, the Company is filing herewith the following exhibit to its Registration Statement on Form S-3 (Registration No. 333-185991):

1. Opinion of Jones Day.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit<br>No. | Exhibit Description                            |
|----------------|--|
| 5.1            | Opinion of Jones Day                           |
| 23.1           | Consent of Jones Day (included in Exhibit 5.1) |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 15, 2014

ATHERSYS, INC.

By: /s/ Laura K. Campbell  
Name: Laura K. Campbell  
Title: Vice President, Finance

**EXHIBIT INDEX**

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