

ATHERSYS, INC / NEW  
Form 4  
February 01, 2017

**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 \*  
Davis Jordan

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

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

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/01/2017                           |  | P                              | 25,535<br>(1) A   | \$ 1.01 273,520   | I  | Radius Venture Partners III, (Ohio), LP (2)           |
| Common Stock                    | 02/01/2017                           |  | P                              | 18,645<br>(1) A   | \$ 1.01 199,704   | I  | Radius Venture Partners III, LP (2)                   |
| Common Stock                    | 02/01/2017                           |  | P                              | 203,320<br>(1) A  | \$ 1.01 2,177,776   | I  | Radius Venture  |

| Class of Securities | Quantity  | Code | Beneficial Owner  |
|---------------------|-----------|------|---|
| Common Stock        | 1,597,788 | I    | Partners III QP, LP <sup>(2)</sup><br>Radius Venture Partners II, LP <sup>(2)</sup> |
| Common Stock        | 4,000     | I    | Mr. Davis' Children <sup>(3)</sup>  |
| Common Stock        | 40,000    | D    |   |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Davis Jordan<br>3201 CARNEGIE AVENUE<br>CLEVELAND, OH 44115-2634 |               | X         |         |       |

## Signatures

/s/ Laura K. Campbell, as attorney-in-fact for Jordan S.  
Davis

02/01/2017

\_\_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) Purchase of shares in an underwritten public offering at the price paid by the public.

Represents shares of Common Stock held by Radius Venture Partners II,LP; Radius Venture Partners III,LP; Radius Venture Partners III

(2) QP, LP; and Radius Venture Partners III, (Ohio), LP, over which Mr. Davis has shared voting and dispositive power. Mr. Davis disclaims beneficial ownership over these shares, except to the extent of his pecuniary interest therein.

(3) Represents 4,000 shares of Common Stock held by Mr. Davis' children, over which Mr. Davis has shared voting and dispositive power. Mr. Davis disclaims beneficial ownership over these shares, except to the extent of his pecuniary interest therein.

### Remarks:

Purchase of shares in an underwritten public offering at the price paid by the public.

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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