

**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**

June 14, 2023
Date of Report (date of earliest event reported)

LISATA THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-33650
(Commission File Number)

22-2343568
(I.R.S. Employer Identification No.)

110 Allen Road, Second Floor, Basking Ridge, NJ 07920
(Address of Principal Executive Offices)(ZipCode)
(908) 842-0100

Registrant's telephone number, including area code

(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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	LSTA	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 14, 2023, at the 2023 Annual Meeting of Stockholders (the "Annual Meeting") of Lisata Therapeutics, Inc. (the "Company"), the stockholders voted on and approved the six proposals listed below. The following is a brief description of each matter voted upon at the Annual Meeting (for a full description of each such matter, see the Company's definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on May 1, 2023 (the "Proxy Statement")), as well as the final voting results with respect to each such matter:

Proposal 1. The stockholders re-elected Cynthia L. Flowers, M.B.A. and Erkki Ruoslahti, M.D., Ph.D. as Class I directors to serve until the annual meeting to be held in 2026. The final voting results with respect to Cynthia L. Flowers, M.B.A. were as follows: 3,764,936 votes for; 347,436 votes against; 29,546 votes abstaining and 1,681,571 broker non-votes. The final voting results with respect to Erkki Ruoslahti, M.D., Ph.D., were as follows: 3,773,219 votes for; 358,127 votes against; 10,572 votes abstaining and 1,681,571 broker non-votes.

Proposal 2. The stockholders approved an amendment to the Lisata Therapeutics, Inc. 2018 Equity Incentive Compensation Plan (the "Plan") to increase the number of shares of common stock that may be issued under the Plan by 400,000. The final voting results with respect to this Proposal were as follows: 3,527,880 votes for; 611,722 votes against; 2,316 votes abstaining and 1,681,571 broker non-votes.

Proposal 3. The stockholders approved an amendment to 2017 Employee Stock Purchase Plan that increases the number of shares available under the plan to 68,333. The final voting results with respect to this Proposal were as follows: 3,757,925 votes for; 380,753 votes against; 3,240 votes abstaining and 1,681,571 broker non-votes.

Proposal 4. The stockholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023. The final voting results with respect to this Proposal were as follows: 5,680,246 votes for; 120,655 votes against; 22,588 votes abstaining and 0 broker non-votes.

Proposal 5. The stockholders approved, on a non-binding advisory basis, the executive compensation of the Company's named executive officers as disclosed in the Proxy Statement. The final voting results with respect to this Proposal were as follows: 3,710,921 votes for; 401,195 votes against; 29,802 votes abstaining and 1,681,571 broker non-votes.

SIGNATURES

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

LISATA THERAPEUTICS, INC.

By: /s/ David J. Mazzo

Name: David J. Mazzo, PhD

Title: President and Chief Executive Officer

Dated: June 14, 2023