



THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
9600 BLACKWELL ROAD  
ROCKVILLE, MD 20850

Received SEC  
JUN 11 2009  
Washington, DC 20549

Gary Sundick  
Vice President  
Listing Qualifications

By Facsimile and First Class Mail

June 10, 2009

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporate Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

[Redacted]  
09036991  
00 1-34375  
CERT N A S

Dear Ms. Peters:

This is to certify that on June 8, 2009, The Nasdaq Stock Market (the "Exchange") received from Cytori Therapeutics, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Warrants

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*Gary Sundick*