

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | | | | | | | |
|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Mazzo David J</u> _____ (Last) (First) (Middle) <u>C/O LISATA THERAPEUTICS, INC.</u> <u>110 ALLEN ROAD, 2ND FLOOR</u> _____ (Street) <u>BASKING NJ 07920</u> _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>LISATA THERAPEUTICS, INC. [LSTA]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President & CEO</p> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2025</u> | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/09/2025 | | A | | 81,000 ⁽¹⁾ | A | \$0 | 295,152 ⁽²⁾ | D | |
| Common Stock | 01/09/2025 | | F | | 9,414 ⁽³⁾ | D | \$3.8 | 285,738 ⁽²⁾ | D | |
| Common Stock | 01/09/2025 | | F | | 10,925 ⁽³⁾ | D | \$3.8 | 274,813 ⁽²⁾ | D | |
| Common Stock | 01/09/2025 | | F | | 7,017 ⁽³⁾ | D | \$3.8 | 267,796 ⁽²⁾ | D | |
| Common Stock | 01/10/2025 | | F | | 3,106 ⁽³⁾ | D | \$3.73 | 264,690 ⁽⁴⁾ | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option (Right to Buy) | \$3.8 | 01/09/2025 | | A | | 40,000 | | 01/09/2025 ⁽⁵⁾ | 01/09/2035 | Common Stock | 40,000 | \$0 | 40,000 | D | |

Explanation of Responses:

- Represents 81,000 restricted stock awards granted under the Issuer's 2018 Equity Incentive Compensation Plan. The restricted stock awards vest in four equal installments, with one-fourth of the shares vesting on the date of grant and an additional one-fourth vesting on each of the first, second and third annual anniversaries of the grant date.
- Includes 129,433 unvested restricted stock.
- Shares withheld as payment of a tax liability on vesting of restricted stock.
- Includes 122,750 unvested restricted stock.
- One-fourth of the shares underlying the stock options vest immediately on the grant date, with an additional one-fourth vesting on each of the first, second and third annual anniversaries of the grant date.

Remarks:

James Nisco, Attorney-in-Fact 01/13/2025
for David J. Mazzo

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.