

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

SCHEDULE 14D-9

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

LISATA THERAPEUTICS, INC.

(Name of Subject Company)

**LISATA THERAPEUTICS, INC.
(Name of Person Filing Statement)**

**Common Stock, par value \$0.001 per share
(Title of Class of Securities)**

**128058302
(CUSIP Number of Class of Securities)**

**David J. Mazzo, Ph.D.
Chief Executive Officer
Lisata Therapeutics, Inc
P.O. Box 173**

**Liberty Corner, New Jersey 07938
(908) 841-0100**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications
on Behalf of the Person Filing Statement)**

***With copies to:*
Jeffrey P. Schultz, Esq.
Ivan Present, Esq.
Mintz Levin Cohn Ferris Glovsky &
Popeo, P.C.
919 Third Avenue
New York, NY 10022
(212) 935-3000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

The information set forth under Item 1.01 of the Current Report on Form 8-K filed by Lisata Therapeutics, Inc. on May 4, 2026 (including all exhibits attached thereto and incorporated therein by reference) is incorporated herein by reference.
