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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, NJ 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.  
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.

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The information set forth under Item 8.01 of the Current Report on Form 8-K filed by Lisata Therapeutics, Inc. on June 1, 2026 (including all exhibits attached thereto and incorporated therein by reference) is incorporated herein by reference.

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