

THERMOGENESIS CORP

Form 8-K

January 31, 2006

**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

Date of Report (Date of earliest event reported): January 30, 2006

THERMOGENESIS CORP.

(Exact name of registrant as specified in its charter)

Delaware

0-16375

94-3018487

(State or other jurisdiction of
incorporation or organization)

(Commission File Number)

(I.R.S. Employer Identification No.)

2711 Citrus Road

Rancho Cordova, California 95742

(Address and telephone number of principal executive offices) (Zip Code)

(916) 858-5100

(Registrant's telephone number, including area code)

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))
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Section 1 Registrant's Business and Operations

Section 1.01 Entry into a Material Definitive Agreement

On January 30, 2006, ThermoGenesis Corp. (the Company) entered into an Equity Underwriting Agreement with Deutsche Bank Securities Inc. and Jefferies and Company, Inc. (collectively, the Underwriters), relating to the sale and issuance of an aggregate of 8,000,000 shares of the Company's common stock. The Company also granted an option to the Underwriters to purchase up to an additional 800,000 shares within 30 days after the offering, to cover over-allotments, if any. The price to the public is to be \$4.00 per share, and the net proceeds before expenses to the Company from the offering are expected to be approximately \$30.1 million.

A copy of the Equity Underwriting Agreement is attached hereto as Exhibit 1.1 and incorporated herein by reference.

Section 7 Regulation FD Disclosure

Section 7.01 Regulation FD Disclosure

On January 31, 2006, the Company issued a press release announcing the pricing of the offering. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Section 9.01 Financial Statements and Exhibits

Exhibit

| No. | Exhibit Description |
|------|----------------------------------------------------------------------------------------------------------------|
| 1.1 | Equity Underwriting Agreement, dated January 30, 2006 |
| 99.1 | Press release dated January 31, 2006, titled ThermoGenesis Corp. Announces Pricing of Offering of Common Stock |
| 99.2 | Prospectus Supplement, dated January 30, 2006 |

SIGNATURE

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

THERMOGENESIS CORP.,
a Delaware Corporation

Dated: January 31, 2006

/s/ Matthew Plavan

Matthew Plavan,
Chief Financial Officer

3

EXHIBIT INDEX

Exhibit

| No. | Description |
|------|----------------------------------------------------------------------------------------------------------------|
| 1.1 | Equity Underwriting Agreement, dated January 26, 2006 |
| 99.1 | Press release dated January 31, 2006, titled ThermoGenesis Corp. Announces Pricing of Offering of Common Stock |
| 99.2 | Prospectus Supplement, dated January 30, 2006 |