

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): December 19, 1998

CYTOTHERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

0-19871

94-3078125

(State or other jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer Identification Number)

701 George Washington Highway
Lincoln, Rhode Island 02865

(Address, of principal executive offices, including zip code)

(401) 288-1000

(Registrant's Telephone number including area code)

Item 5.

The Board of Directors of CytoTherapeutics, Inc. (the "Company") has elected John J. Schwartz and Moses Goddard, Vice President and Chief Technical Officer of the Company, to serve as directors of the Company, increasing the size of the board to seven members. Mr. Schwartz also was chosen to serve as Chairman of the Board. Mr. Schwartz was elected as a Class I Director with a term expiring in 2001. Mr. Goddard was elected as a Class II Director, with his term expiring in 1999.

SIGNATURES

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.

CYTOTHERAPEUTICS, INC.

By /s/ Philip K. Yachmetz

Title: Secretary

Date: December 29, 1998