

Cryoport, Inc.  
Form 4  
May 13, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHELTON JERRELL**

(Last) (First) (Middle)

**980 OVERTON LEA ROAD**

(Street)

**NASHVILLE, TN 37220**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**Cryoport, Inc. [CYRX]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/06/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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
Class A Preferred Stock	05/06/2014		M		11,314	A	<u>(1)</u> <u>(2)</u> 11,314
							D

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

**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 control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

# Edgar Filing: Cryoport, Inc. - Form 4

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 Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Warrants to purchase common stock	\$ 0.5	05/06/2014		M	90,512	05/06/2014 03/31/2019	Common Stock 90,512

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHELTON JERRELL 980 OVERTON LEA ROAD NASHVILLE, TN 37220	X Chief Executive Officer

## Signatures

/s/ Jerrell  
Shelton 05/12/2014

\_\_Signature of  
Reporting Person Date

## Explanation of Responses:

\* 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).

(1) The securities were included in the 11,314 units acquired by the reporting person pursuant to the conversion of an outstanding unsecured convertible promissory note in the total principal amount of \$120,000 at an exchange rate of \$10.80 per unit. Each unit consists of one share of Class A Preferred Stock and one warrant to purchase eight shares of common stock. The conversion of such promissory note was at a 10% discounted rate, pursuant to the terms of the convertible promissory notes offering completed by the Registrant on March 13, 2014 ("5% Bridge Notes"), but otherwise on the same terms as provided by Cryoport, Inc. to certain institutional and accredited investors in a private placement of the units, which is occurring contemporaneously with the reporting person's conversion. In addition, other institutional and accredited investors who were holders of 5% Bridge Notes participated in the conversion of such (Continued in Footnote 2)

(2) (Continued from Footnote 1) notes at the same rate and same terms as provided to the reporting person, which also occurred contemporaneously with the reporting person's conversion.

(3) Includes options to purchase 5,002,507 shares of common stock and warrants to purchase 150,512 shares of common stock.

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

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