

CRYOLIFE INC
Form DEFA14A
April 27, 2015

United States

Securities and Exchange Commission

Washington, D.C. 20549

Schedule 14A

(Rule 14a-101)

Information Required in

Proxy Statement

Schedule 14A Information

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14(a)-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CRYOLIFE, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if only part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee Was previously paid. Identify the previous filing by registration number, or the Form on Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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): April 21, 2015

CRYOLIFE, INC.

(Exact name of registrant as specified in its charter)

Florida 1-13165 59-2417093
(State or Other Jurisdiction (Commission File Number) (IRS Employer
of Incorporation) Identification No.)

1655 Roberts Boulevard, N.W., Kennesaw, Georgia 30144
(Address of principal executive office) (zip code)

Registrant's telephone number, including area code: (770) 419-3355

(Former name or former address, if changed since last report)

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))

Section 5 Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Item 5.02(b)

David M. Fronk, CryoLife, Inc.'s ("CryoLife") Vice President, Regulatory Affairs and Quality Assurance, will assume the role of Senior Director of Quality, effective May 1, 2015.

In this new role, Mr. Fronk's compensation will be comprised of an annual base salary of \$200,000 and a target annual bonus opportunity of 10% (however, for 2015, Mr. Fronk's bonus opportunity will be comprised of 40% of his annual base salary in effect from January through April and 10% of his annual base salary in effect for the remainder of the year). Mr. Fronk will also be eligible to (i) receive such equity awards as the Compensation Committee of the Company's board of directors may authorize from time to time for, and (ii) participate in all Company employee benefit programs available to, similarly situated employees. The compensation paid to Mr. Fronk while serving in the role of Vice President was described in the Company's 2015 proxy statement filed with the Securities and Exchange Commission on Form 14A on April 20, 2015.

In conjunction with his change of roles, Mr. Fronk ceased to be an executive officer of the Company, effective as of April 22, 2015.

SIGNATURES

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

CRYOLIFE, INC.

Date: April 27, 2015 By: /s/ D. Ashley Lee
Name: D. Ashley Lee
Title: Executive Vice President, Chief Operating
Officer and Chief Financial Officer
