

Cryoport, Inc.
Form 4
November 18, 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
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(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)
11/17/2014

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	(D)	Price

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

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Convertible Preferred Stock	\$ 0.4	11/17/2014			P		4,167		11/17/2014	<u>(1)</u>	Common Stock	125,0
Warrant to purchase common stock	\$ 0.5	11/17/2014			P		33,336		11/17/2014	03/31/2019	Common Stock	33,3

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 11/18/2014

__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 Class A Convertible Preferred Stock has no expiration date.
The shares and warrants were issued as a unit consisting of (i) one share of Class A Convertible Preferred Stock and (ii) one warrant to
- (2) purchase eight (8) shares of the Company's common stock at an exercise price of \$0.50 per share, which are immediately exercisable and may be exercised at any time on or before March 31, 2019.
- The number of derivative securities beneficially owned relates only to the specific title of derivative security indicated in column 1 and
- (3) does not include direct ownership of options to purchase 5,002,507 shares of common stock and warrants to purchase 60,000 shares of common stock that have different terms than the warrants reflected in Table II.

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