

Cryoport, Inc.
Form 4
October 07, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RATHMANN RICHARD G

(Last) (First) (Middle)

20382 BARENTS SEA CIRCLE

(Street)

LAKE FOREST, CA 92630

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2013

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)

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 09/27/2013 | | P | | 122,778 | A | (1) 12,277 (3) | D |
| Common Stock | 09/27/2013 | | P | | 509,726 | A | (4) 632,504 (3) | D |
| Common Stock | 09/27/2013 | | P | | 1,013,699 | A | (6) 1,013,699 (5) | I |

By GBR Investments, LLC

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

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number.

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

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Warrants to Purchase Common Stock | \$ 0.37 | 09/27/2013 | | P | 122,778 | 03/31/2014 09/27/2018 | Common Stock 122 |
| Warrants to Purchase Common Stock | \$ 0.37 | 09/27/2013 | | P | 509,726 | 03/31/2014 09/27/2018 | Common Stock 509 |
| Warrants to Purchase Common Stock | \$ 0.37 | 09/27/2013 | | P | 1,013,699 | 03/31/2014 09/27/2018 | Common Stock 1,013,699 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RATHMANN RICHARD G 20382 BARENTS SEA CIRCLE LAKE FOREST, CA 92630 | | | X | |

Signatures

/s/ Richard G
Rathmann 10/07/2013

**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)

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The securities were included in the 122,778 units acquired by the reporting person pursuant to the conversion of \$22,556 of outstanding board of director's fees at an exchange rate of \$0.20 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock. Such conversion of outstanding board of director's fees were at the same exchange rate and on the same terms as provided by Cryoport, Inc. to certain institutional and accredited investors in a conversion of outstanding unsecured convertible promissory notes into units which closed contemporaneously with such conversion of outstanding board of director's fees.

- (2) Includes options to purchase 180,000 shares of common stock and warrants to purchase 122,778 shares of common stock.
- (3) Excludes indirect ownership by GBR Investments, LLC.

The securities were included in the 509,726 units acquired by the reporting person pursuant to the conversion of \$101,945 of outstanding unsecured convertible promissory notes into units at an exchange rate of \$0.20 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock.

- (5) Indirect ownership by GBR Investments, LLC.

The securities were included in the 1,013,699 units acquired by GBR Investments, LLC pursuant to the conversion of \$202,740 of outstanding unsecured convertible promissory notes into units at an exchange rate of \$0.20 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock.

- (7) Includes options to purchase 180,000 shares of common stock and warrants to purchase 632,504 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.

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