

Cryoport, Inc.  
Form 4  
December 23, 2014

**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)

C/O CRYOPORT INC., 20382  
BARENTS SEA CIRCLE

(Street)

LAKE FOREST, CA 92630

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/29/2014

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  |   |  |  |
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |  |

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)**

| 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 of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                               | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount of<br>Number of<br>Shares |
|--|------------------------------------|------------------|---|------|---|---------|-----|---------------------|--------------------|-----------------|----------------------------------|
| Option to<br>Purchase<br>Common<br>Stock | \$ 0.42                            | 08/29/2014       |   | A    |   | 80,000  |     | <u>(1)</u>          | 08/29/2024         | Common<br>Stock | 80,000                           |
| Option to<br>Purchase<br>Common<br>Stock | \$ 0.4                             | 12/18/2014       |   | A    |   | 210,000 |     | <u>(2)</u>          | 12/18/2024         | Common<br>Stock | 210,000                          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| RATHMANN RICHARD G<br>C/O CRYOPORT INC.<br>20382 BARENTS SEA CIRCLE<br>LAKE FOREST, CA 92630 |               | X         |         |       |

## Signatures

/s/ Richard G.  
Rathmann  
12/23/2014

\*\*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) 1/12 of the options vest on the 29th day of each month for twelve months beginning 9/29/14.
- (2) 1/48 of the options vest on the 18th of each month for forty-eight months beginning on 1/18/2015.

Includes direct ownership of options to purchase 470,000 shares of common stock and warrants to purchase 509,726 shares of common stock. Also includes indirect ownership by GBR Investments, LLC of warrants to purchase 1,516,870 shares of common stock. The reporting person may be deemed to share beneficial ownership of the securities held by GBR Investments, LLC by virtue of his status as manager of GBR Investments, LLC. The reporting person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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.