

Cryoport, Inc.  
Form 4  
December 04, 2013

**FORM 4**

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

OMB APPROVAL

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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

(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)  
11/14/2013

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)
Common Stock	11/14/2013		J <sup>(1)</sup>	V	Amount 122,778 (D) Price 1,523,425 <sup>(3)</sup>	D	

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

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SEC 1474 (9-02)

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

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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 Number Shares
Warrants to Purchase Common Stock	\$ 0.37	11/14/2013		J <sup>(1)</sup>	122,778	03/31/2014	09/27/2018	Common Stock	122,778

## 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  
 12/04/2013  
 \*\*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).
- On November 14, 2013, the reporting person rescinded a transaction that occurred on September 27, 2013, in which the reporting person had acquired 122,778 units 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 consisted 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.
- (1) Includes direct ownership of options to purchase 180,000 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 1,758,526 shares of common stock.
  - (2) Includes direct ownership of 509,726 shares of common stock and indirect ownership of 1,013,699 shares of common stock by GBR Investments, LLC.

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.