

Cryoport, Inc.
Form 4
December 04, 2013

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 *
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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/14/2013		J ⁽¹⁾	V Amount (A) or (D) Price	122,778 D <u>1</u> 1,523,425 ⁽³⁾	D	

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
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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 ⁽¹⁾		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.
 - (3)

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.