



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

September 13, 2016

Via E-mail

Robert Stefanovich
Chief Financial Officer
17305 Daimler Street
Irvine, CA 92614

**Re: Cryoport, Inc.
Schedule TO-I
File No. 005-85385**

**Registration Statement on Form S-4
File No. 333-213091
Filed August 30, 2016**

Dear Mr. Stefanovich:

We have reviewed the above filings and have the following comment.

General

1. We note your response to prior comment 3 and are unable to agree with your conclusion that "the Offer will not cause the Original Warrants to cease being listed on the NASDAQ Capital Market" given that the exchange offer is an offer for all outstanding Original Warrants. Please provide further analysis explaining the basis upon which you have concluded that the purchase of this class of securities is not subject to Exchange Act Rule 13e-3.

* * *

Please contact Justin A. Kisner, Staff Attorney, at (202) 551-3788, or me at (202) 551-3444 with any questions.

Sincerely,

/s/ Perry J. Hindin

Perry J. Hindin
Special Counsel
Office of Mergers and Acquisitions

Mr. Robert Stefanovich
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cc: Via E-mail
Anthony Ippolito, Esq.
Snell & Wilmer L.L.P.