

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 3, 2010**

CRYOPORT, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State of other jurisdiction
of incorporation)

000-51578
(Commission File Number)

88-0313393
(IRS Employer
Identification No.)

20382 Barents Sea Circle, Lake Forest, California 92630
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(949) 470-2300**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14A-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 3, 2010, CryoPort, Inc. (the "Company") filed a Certificate of Amendment to Amended and Restated Articles of Incorporation ("Certificate of Amendment") in order to effect a 1-for-10 reverse stock split of the Company common stock effective as of the opening of trading of the Company's common stock on the OTC Bulletin Board on Friday, February 5, 2010.

As a result of the reverse stock split, every 10 shares of the Company's issued and outstanding common stock will be combined into 1 share of common stock. The reverse stock split will not change the number of authorized shares of the Company's common stock.

No fractional shares will be issued in connection with the reverse stock split. If, as a result of the reverse stock split, a stockholder would otherwise hold a fractional share, the Company will receive cash in an amount equal to the product obtained by multiplying (a) the fraction to which the stockholder would otherwise be entitled by (b) the per share closing sales price of the Company's common stock on the day immediately prior to the effective time of the reverse split, as adjusted for the reverse stock split.

Following the reverse stock split, the Company expects to have approximately 5.05 million shares of common stock outstanding. The reverse stock split will affect all shares of the Company's common stock, including common stock underlying stock options and warrants that are outstanding immediately prior to the effective time of the reverse stock split.

Additional information about the reverse stock split is available in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 11, 2009.

The Certificate of Amendment is attached hereto as Exhibit 3.4.3 and is incorporated by reference herein. The press release announcing the reverse stock split is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

- (c) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

**Exhibit
Number**

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CRYOPORT, INC.

Date: February 5, 2010

By: /s/ Larry G. Stambaugh
Larry G. Stambaugh
Chief Executive Officer and Chairman

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.4.3	Certificate of Amendment to Amended and Restated Articles of Incorporation
99.1	Press Release of CryoPort, Inc., dated February 4, 2010, announcing reverse stock split

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CRYOPORT, INC.**

First: The name of the Corporation is CryoPort, Inc. (the "Corporation")

Second: The Corporation's Amended and Restated Articles of Incorporation (the "Articles") shall be amended by inserting under new Article V. B. the following:

V.B.

The total number of shares of capital stock which the Corporation shall have authority to issue shall be as provided in Article V.A. above. Effective upon the filing of this Certificate of Amendment with the Secretary of State of the State of Nevada (the "Effective Time"), every ten (10) issued and outstanding shares of common stock of the Corporation will without any further action be combined into and automatically become one (1) issued and outstanding share of common stock of the Corporation (the "Reverse Split"). All shares of common stock held by a stockholder that are so split will be aggregated subsequent to the Reverse Split. No scrip or fractional shares will be issued in connection with the Reverse Split and any fractional interest will be purchased by the Corporation for cash. Further, every right, option and warrant to acquire ten (10) shares of common stock of the Corporation outstanding immediately prior to the Effective Time will as of the Effective Time and without any further action automatically be converted into the right to acquire one (1) share of common stock of the Corporation upon the terms of such right, option or warrant (except that the exercise or purchase price of such right, option or warrant shall be proportionately increased).

Third: The vote by which the stockholders holding shares in the Corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the Articles have voted in favor of the amendment is: 59.97%.

Effective as of February 5, 2010 at 12:01 a.m.

CRYOPORT, INC.

By: /s/ Larry G. Stambaugh

Larry G. Stambaugh
Chief Executive Officer and Chairman

CryoPort Announces Implementation of 1:10 Reverse Stock Split to Take Effect February 5, 2010 and Appointment of New Transfer Agent

Lake Forest, Calif. (February 4, 2010) CryoPort, Inc. (OTCBB: CYRX), today announced that a previously approved reverse stock split of its outstanding common stock will take effect at the start of trading on the OTC Bulletin Board on Friday, February 5, 2010 on a 1-for-10 split-adjusted basis. CryoPort's shares will continue to trade on a split-adjusted basis under the temporary ticker symbol "CYRXD" for a period of 20 trading days to indicate the reverse stock split has occurred. CryoPort's symbol will revert back to its original symbol "CYRX" on March 8, 2010. In connection with the reverse split CryoPort's common stock has been assigned a new CUSIP number 229050 208.

The primary objective of the reverse stock split is to gain compliance with NASDAQ's minimum listing requirement in connection with the Company's planned stock offering in February and application to list its common stock on the NASDAQ Capital Market.

Under the terms of the reverse split, stockholders holding 10 shares or more of CryoPort common stock at the close of business on February 4, 2010 will receive one new CryoPort share for every 10 shares held. Stockholders who would otherwise have a fractional share as a result of the reverse stock split will receive cash consideration in lieu of such fractional share. The reverse split will reduce the number of shares of outstanding common stock from approximately 50.5 million, based on the number of shares outstanding as of January 27, 2010, to approximately 5.05 million. It also affects shares of common stock underlying stock options, warrants and convertible debt that are outstanding immediately prior to the effective date of the reverse stock split.

CryoPort also announced that it has appointed Continental Stock Transfer & Trust Company to serve as its transfer agent. Stockholders will be sent instructions for exchanging their existing stock certificates for new stock certificates, and for receiving cash compensation in lieu of fractional shares.

About CryoPort, Inc.

CryoPort (www.cryoport.com) has developed a leading edge, proprietary, technology driven packaging and transport and packaging system focused on providing a solution for the frozen shipping market in the growing global life science industry. The products developed by CryoPort are essential components of the infrastructure required for the testing, research and end user delivery of temperature-sensitive medicines and biomaterials in an increasingly complex logistical environment.

"SAFE HARBOR"

This press release contains forward-looking statements. The words "estimate," "possible" and "seeking" and similar expressions identify forward-looking statements, which speak only as to the date the statement was made. The company undertakes no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events, or otherwise. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted, or quantified. Future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. The risks and uncertainties to which forward-looking statements are subject include, but are not limited to, the effect of government regulation, competition and other material risks.

Contact: Stuart Fine
Carpe DM, Inc.
908-469-1788
