

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>SHELTON JERRELL</u> (Last) (First) (Middle) C/O CRYOPORT INC. 112 WESTWOOD PLACE, SUITE 350 (Street) BRENTWOOD TN 37027 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Cryoport, Inc. [CYRX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2020 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/05/2020 | | M | | 22,517 | A | \$1.87 | 339,782 | D | |
| Common Stock | 02/05/2020 | | M | | 58,781 | A | \$3.44 | 398,563 | D | |
| Common Stock | 02/05/2020 | | M | | 3,033 | A | \$4.8 | 401,596 | D | |

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

| 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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Options to purchase common stock | \$1.87 | 02/05/2020 | | M | | | 22,517 | (1) | 05/06/2026 | Common Stock | 22,517 | \$0 | 233,007 | D | |
| Options to purchase common stock | \$3.44 | 02/05/2020 | | M | | | 58,781 | (2) | 05/23/2027 | Common Stock | 58,781 | \$0 | 281,219 | D | |
| Options to purchase common stock | \$4.8 | 02/05/2020 | | M | | | 3,033 | (3) | 12/18/2024 | Common Stock | 3,033 | \$0 | 366,667 ⁽⁴⁾ | D | |

Explanation of Responses:

- 1/48 of the 280,000 options originally granted vest on the 6th of each month for forty-eight months beginning on May 6, 2016.
- 1/48 of the 340,000 options originally granted vest on the 23rd of each month for forty-eight months beginning on May 23, 2017.
- 1/48 of the 387,501 options originally granted vest on the 18th of each month for forty-eight months beginning on January 18, 2015.
- The number of derivative shares beneficially owned following reported transaction has been adjusted to take into account the 1-for-12 reverse stock split effective as of May 19, 2015.

/s/ Jerrell Shelton

02/06/2020

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.