

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM S-8  
REGISTRATION STATEMENT

*UNDER  
THE SECURITIES ACT OF 1933*

**Cryoport, Inc.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

88-0313393  
(I.R.S. Employer  
Identification Number)

112 Westwood Place, Suite 350  
Brentwood, TN 37027  
(Address of principal executive offices, including zip code)

Cryoport, Inc. 2018 Omnibus Equity Incentive Plan  
(Full title of the plan)

Robert Stefanovich  
Chief Financial Officer  
Cryoport, Inc.  
112 Westwood Place, Suite 350  
Brentwood, TN 37027  
(949) 470-2300  
(Name, address and telephone number, including area code, of agent for service)

*With a copy to:*  
Kevin Zen  
Snell & Wilmer L.L.P.  
600 Anton Boulevard., Suite 1400  
Costa Mesa, CA 92626  
(714) 427-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee (3)
Common Stock, par value \$0.001 per share	2,850,000	\$60.76	\$173,151,750	\$18,890.86

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of registrant's common stock, par value \$0.001 per share ("Common Stock"), that become issuable under the Cryoport, Inc. 2018 Omnibus Equity Incentive Plan (as amended, the "Plan") by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Common Stock, as applicable.

(2) Represents an additional 2,850,000 shares of Common Stock issuable under the Plan. The registrant previously filed a Registration Statement on Form S-8 (No. 333-225387) with respect to shares of Common Stock issuable under the Plan.

(3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Common Stock, as reported on the Nasdaq Capital Market on June 21, 2021.

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## EXPLANATORY NOTE

This registration statement is being filed solely for the registration of 2,850,000 additional shares of common stock, \$0.001 par value per share ("Common Stock"), of Cryoport, Inc., a Nevada corporation (the "Registrant"), for issuance pursuant to the Cryoport, Inc. 2018 Omnibus Equity Incentive Plan (as amended, the "Plan"). Accordingly, pursuant to General Instruction E to Form S-8, the contents of the Registrant's prior registration statement relating to the Plan (No. 333-225387) are hereby incorporated by reference in this registration statement, except as revised in Part II of this registration statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated by reference into this registration statement and are deemed to be a part hereof from the date of filing:

- (a) [The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as filed with the Commission on March 1, 2021.](#)
- (b) [The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, as filed with the Commission on May 6, 2021.](#)
- (c) The Registrant's Current Reports on Form 8-K, filed with the Commission on [January 19, 2021](#), [January 19, 2021](#), [January 20, 2021](#) (solely with respect to the information provided therein under Item 8.01 and the exhibits and portions thereof filed under Item 9.01 that relate to such information), [January 25, 2021](#), [February 8, 2021](#) (solely with respect to the information provided therein under Item 3.02), [March 3, 2021](#) and [May 5, 2021](#).
- (d) [The description of the Registrant's Common Stock contained in its Registration Statement on Form 8-A \(No. 001-34632\), filed with the Commission on July 22, 2015, and any amendment or report filed for the purpose of updating such description.](#)

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items), subsequent to the filing of this registration statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

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**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Amended and Restated Articles of Incorporation of Cryoport, Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's Form 10-Q filed with the Commission on November 9, 2012)</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Amended and Restated Bylaws of Cryoport, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed with the Commission on February 8, 2016)</u></a>
<a href="#"><u>4.3</u></a>	<a href="#"><u>Amended and Restated Certificate of Designation of Class A Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on March 30, 2015)</u></a>
<a href="#"><u>4.4</u></a>	<a href="#"><u>Certificate of Designation of Class B Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on February 20, 2015)</u></a>
<a href="#"><u>4.5</u></a>	<a href="#"><u>Amendment to Certificate of Designation of Class B Preferred Stock (incorporated by reference to Exhibit 3.6 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 filed with the Commission on April 17, 2015)</u></a>
<a href="#"><u>4.6</u></a>	<a href="#"><u>Certificate of Change filed with the Nevada Secretary of State on May 12, 2015 (incorporated by reference to Exhibit 3.7 to the Registrant's Annual Report on Form 10-K filed with the Commission on May 19, 2015)</u></a>
<a href="#"><u>4.7</u></a>	<a href="#"><u>Amendment to Certificate of Designation of Class A Preferred Stock (incorporated by reference to Exhibit 3.8 to the Registrant's Amendment No. 4 to Registration Statement on Form S-1 filed with the Commission on June 22, 2015)</u></a>
<a href="#"><u>4.8</u></a>	<a href="#"><u>Amendment to Certificate of Designation of Class B Preferred Stock (incorporated by reference to Exhibit 3.9 to the Registrant's Amendment No. 4 to Registration Statement on Form S-1 filed with the Commission on June 22, 2015)</u></a>
<a href="#"><u>4.9</u></a>	<a href="#"><u>Amendment to Certificate of Designation of Class A Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on September 4, 2015)</u></a>
<a href="#"><u>4.10</u></a>	<a href="#"><u>Amendment to Certificate of Designation of Class B Preferred Stock (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on September 4, 2015)</u></a>
<a href="#"><u>4.11</u></a>	<a href="#"><u>Certificate of Amendment filed with the Nevada Secretary of State on November 23, 2015 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on December 1, 2015)</u></a>
<a href="#"><u>4.12</u></a>	<a href="#"><u>Certificate of Amendment filed with the Nevada Secretary of State on May 30, 2018 (incorporated by reference to Exhibit 3.12 of the Registrant's Annual Report on Form 10-K filed with the Commission on March 13, 2019)</u></a>
<a href="#"><u>4.13</u></a>	<a href="#"><u>Certificate of Designation of 4.0% Series C Convertible Preferred Stock of Cryoport, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on October 1, 2020)</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Snell &amp; Wilmer L.L.P.</u></a>
<a href="#"><u>23.1*</u></a>	<a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm</u></a>
<a href="#"><u>23.2*</u></a>	<a href="#"><u>Consent of Snell &amp; Wilmer L.L.P. (included in Exhibit 5.1)</u></a>
<a href="#"><u>24.1*</u></a>	<a href="#"><u>Power of Attorney (on signature page)</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Cryoport, Inc. 2018 Omnibus Equity Incentive Plan (as amended by the First Amendment and the Second Amendment, effective April 30, 2021) (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the Commission on May 5, 2021)</u></a>

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Brentwood, State of Tennessee, on June 24, 2021.

### CRYOPORT, INC.

By: /s/ Robert S. Stefanovich

Robert S. Stefanovich,  
Chief Financial Officer

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jerrell W. Shelton and Robert S. Stefanovich, and each of them singly (with full power to each of them to act alone), as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with any and all exhibits thereto, and other documents in connection therewith, with the Commission, and hereby grants to such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jerrell W. Shelton</u> Jerrell W. Shelton	Chief Executive Officer and Director (Principal Executive Officer)	June 24, 2021
<u>/s/ Robert S. Stefanovich</u> Robert S. Stefanovich	Chief Financial Officer (Principal Financial and Accounting Officer)	June 24, 2021
<u>/s/ Linda Baddour</u> Linda Baddour	Director	June 24, 2021
<u>/s/ Richard Berman</u> Richard Berman	Director	June 24, 2021
<u>/s/ Daniel M. Hancock</u> Daniel M. Hancock	Director	June 24, 2021
<u>/s/ Robert Hariri, M.D., Ph.D.</u> Robert Hariri, M.D., Ph.D.	Director	June 24, 2021
<u>/s/ Ram M. Jagannath</u> Ram M. Jagannath	Director	June 24, 2021
<u>/s/ Ramkumar Mandalam, Ph.D.</u> Ramkumar Mandalam, Ph.D.	Director	June 24, 2021
<u>/s/ Edward Zecchini</u> Edward Zecchini	Director	June 24, 2021

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3883 Howard Hughes Parkway  
Suite 1100  
Las Vegas, NV 89169  
702.784.5200  
702.784.5252 (Fax)  
www.swlaw.com

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SEATTLE  
TUCSON  
WASHINGTON D.C.

June 24, 2021

Cryoport, Inc.  
112 Westwood Place, Suite 350  
Brentwood, TN 37027

Ladies and Gentlemen:

We have acted as special Nevada counsel to Cryoport, Inc., a Nevada corporation (the "Company"), and are delivering this opinion in connection with the Registration Statement on Form S-8 of the Company (together with all exhibits thereto, the "Registration Statement") being filed with the Securities and Exchange Commission (the "Commission") on the date hereof, relating to the registration by the Company of an aggregate of 2,850,000 shares (the "Plan Shares") of the Company's common stock, \$0.001 par value per share, authorized for issuance pursuant to the Cryoport, Inc. 2018 Omnibus Equity Incentive Plan (as amended, the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Plan Shares, when issued in accordance with the terms of the Plan against payment therefor, will be validly issued, fully paid and non-assessable.



Cryoport, Inc.  
June 24, 2021  
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We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in appropriate sections of the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Omnibus Equity Incentive Plan of Cryoport, Inc. of our reports dated March 1, 2021, with respect to the consolidated financial statements of Cryoport, Inc. and the effectiveness of internal control over financial reporting of Cryoport, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Irvine, California  
June 24, 2021

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