
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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 No.)

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
Cryoport, Inc.
Chief Financial Officer
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.

EXPLANATORY NOTE

This registration statement is being filed solely for the registration of 2,500,000 additional shares of common stock, \$0.001 par value per share, of Cryoport, Inc., a Nevada corporation (the “Company”), 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 Company’s prior registration statements relating to the Plan (Nos. [333-225387](#) and [333-257368](#)) 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 Company 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:

1. The Company’s [Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on March 13, 2024 \(the “Form 10-K”\).](#)
2. The Company’s [Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024, filed with the Commission on May 8, 2024.](#)
3. The Company’s Current Reports on Form 8-K, filed with the Commission on [February 15, 2024](#) and [May 22, 2024](#).
4. The description of the Company’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, including [Exhibit 4.1](#) to the Form 10-K.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (other than Current Reports on Form 8-K 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.

Item 8. Exhibits.

Exhibit Number	Description	Page or Method of Filing
4.1	Amended and Restated Articles of Incorporation of Cryoport, Inc.	Incorporated by reference to Exhibit 3.1 of the Company’s Form 10-Q filed with the Commission on November 9, 2012
4.2	Amended and Restated Bylaws of Cryoport, Inc.	Incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K filed with the Commission on February 8, 2016
4.3	Amended and Restated Certificate of Designation of Class A Preferred Stock	Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on March 30, 2015
4.4	Certificate of Designation of Class B Preferred Stock	Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on February 20, 2015
4.5	Amendment to Certificate of Designation of Class B Preferred Stock	Incorporated by reference to Exhibit 3.6 to the Company’s Amendment No. 1 to Registration Statement on Form S-1 filed with the Commission on April 17, 2015
4.6	Certificate of Change filed with the Nevada Secretary of State on May 12, 2015	Incorporated by reference to Exhibit 3.7 to the Company’s Annual Report on Form 10-K filed with the Commission on May 19, 2015
4.7	Amendment to Certificate of Designation of Class A Preferred Stock	Incorporated by reference to Exhibit 3.8 to the Company’s Amendment No. 4 to Registration Statement on Form S-1 filed with the Commission on June 22, 2015
4.8	Amendment to Certificate of Designation of Class B Preferred Stock	Incorporated by reference to Exhibit 3.9 to the Company’s Amendment No. 4 to Registration Statement on Form S-1 filed with the Commission on June 22, 2015
4.9	Amendment to Certificate of Designation of Class A Preferred Stock	Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on September 4, 2015
4.10	Amendment to Certificate of Designation of Class B Preferred Stock	Incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed with the Commission on September 4, 2015
4.11	Certificate of Amendment filed with the Nevada Secretary of State on November 23, 2015	Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on December 1, 2015
4.12	Certificate of Amendment filed with the Nevada Secretary of State on May 30, 2018	Incorporated by reference to Exhibit 3.12 of the Company’s Annual Report on Form 10-K filed with the Commission on March 13, 2019
4.13	Certificate of Designation of 4.0% Series C Convertible Preferred Stock of Cryoport, Inc.	Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on October 1, 2020
5.1	Opinion of Snell & Wilmer L.L.P.	Filed herewith
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm	Filed herewith
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm	Filed herewith
23.3	Consent of Snell & Wilmer L.L.P.	Included as part of Exhibit 5.1
24.1	Power of Attorney	Included on the signature page hereto
99.1	Cryoport, Inc. 2018 Omnibus Equity Incentive Plan (as amended by the First Amendment, the Second Amendment and the Third Amendment, effective May 17, 2024)	Incorporated by reference to Appendix A of the Company’s Definitive Proxy Statement on Schedule 14A filed with the Commission on April 3, 2024
107	Filing Fee Table	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 14, 2024.

CRYOPORT, INC.

By: /s/ Robert S. Stefanovich

Name: Robert S. Stefanovich

Title: 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, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in 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 attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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	President, Chief Executive Officer and Director (Principal Executive Officer)	June 14, 2024
<u>/s/ Robert S. Stefanovich</u> Robert S. Stefanovich	Chief Financial Officer (Principal Financial and Accounting Officer)	June 14, 2024
<u>/s/ Richard Berman</u> Richard Berman	Director	June 14, 2024
<u>/s/ Daniel M. Hancock</u> Daniel M. Hancock	Director	June 14, 2024
<u>/s/ Robert Hariri, M.D., Ph.D.</u> Robert Hariri, M.D., Ph.D.	Director	June 14, 2024
<u>/s/ Ramkumar Mandalam, Ph.D.</u> Ramkumar Mandalam, Ph.D.	Director	June 14, 2024
<u>/s/ Ram Jagannath</u> Ram Jagannath	Director	June 14, 2024
<u>/s/ Linda Baddour</u> Linda Baddour	Director	June 14, 2024

[Snell & Wilmer L.L.P. Letterhead]

June 14, 2024

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

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Cryoport, Inc., a Nevada corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 2,500,000 shares of the Company's common stock, \$0.001 par value per share (the "Shares"), 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. We are opining herein as to the Nevada Revised Statutes, and we express no opinion with respect to any other laws.

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 Shares have been duly authorized and, when issued in accordance with the terms of the Plan against payment therefor, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

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

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 report dated February 28, 2023, for the consolidated financial statements as of and for the two years in the period ended December 31, 2022 of Cryoport, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Irvine, California
June 14, 2024

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement on Form S-8 of our reports dated March 13, 2024, relating to the financial statements of Cryoport, Inc. and the effectiveness of Cryoport, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Cryoport, Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Nashville, Tennessee
June 14, 2024

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Cryoport, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Other(1)	2,500,000 (2) (3)	\$10.61(1)	\$26,525,000	0.00014760	\$3,915.09
Total Offering Amounts					\$26,525,000		\$3,915.09
Total Fee Offsets							\$0
Net Fee Due							\$3,915.09

- (1) 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 of 1933, as amended (the “Securities Act”), based upon the average of the high and low prices of the registrant’s common stock, \$0.001 par value per share (“Common Stock”), as reported on The Nasdaq Capital Market on June 11, 2024.
- (2) Pursuant to Rule 416(a) promulgated under the Securities Act, this registration statement shall also cover any additional shares of Common Stock that become issuable under the Cryoport, Inc. 2018 Omnibus Equity Incentive Plan (as amended, the “Plan”) by reason of any stock splits, stock dividends or similar transactions.
- (3) Represents an additional 2,500,000 shares of Common Stock issuable under the Plan. The registrant previously filed Registration Statements on Form S-8 (Nos. 333-225387 and 333-257368) with respect to shares issuable under the Plan.