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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person <u>RATHMANN RICHARD G</u> (Last) (First) (Middle) <u>20382 BARENTS SEA CIRCLE</u> (Street) <u>LAKE FOREST CA 92630</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cryoport, Inc. [CYRX.OB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2013</u>	
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	09/27/2013		P		122,778	A	(1)	12,277 ⁽³⁾	D	
Common Stock	09/27/2013		P		509,726	A	(4)	632,504 ⁽³⁾	D	
Common Stock	09/27/2013		P		1,013,699	A	(6)	1,013,699 ⁽⁵⁾	I	By GBR Investments, LLC

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	Amount or Number of Shares				
Warrants to Purchase Common Stock	\$0.37	09/27/2013		P		122,778		03/31/2014	09/27/2018	Common Stock	122,778	(1)	302,778 ⁽²⁾	D ⁽³⁾	
Warrants to Purchase Common Stock	\$0.37	09/27/2013		P		509,726		03/31/2014	09/27/2018	Common Stock	509,726	(4)	812,504 ⁽⁷⁾	D ⁽³⁾	
Warrants to Purchase Common Stock	\$0.37	09/27/2013		P		1,013,699		03/31/2014	09/27/2018	Common Stock	1,013,699	(6)	1,758,526 ⁽⁵⁾	I	By GBR Investments, LLC

Explanation of Responses:

- The securities were included in the 122,778 units acquired by the reporting person pursuant to the conversion of \$22,556 of outstanding board of director's fees at an exchange rate of \$0.20 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock. Such conversion of outstanding board of director's fees were at the same exchange rate and on the same terms as provided by Cryoport, Inc. to certain institutional and accredited investors in a conversion of outstanding unsecured convertible promissory notes into units which closed contemporaneously with such conversion of outstanding board of director's fees.
- Includes options to purchase 180,000 shares of common stock and warrants to purchase 122,778 shares of common stock.
- Excludes indirect ownership by GBR Investments, LLC.
- The securities were included in the 509,726 units acquired by the reporting person pursuant to the conversion of \$101,945 of outstanding unsecured convertible promissory notes into units at an exchange rate of \$0.20 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock.
- Indirect ownership by GBR Investments, LLC.
- The securities were included in the 1,013,699 units acquired by GBR Investments, LLC pursuant to the conversion of \$202,740 of outstanding unsecured convertible promissory notes into units at an exchange rate of \$0.20 per unit. Each unit consists of one share of common stock and one warrant to purchase one share of common stock.
- Includes options to purchase 180,000 shares of common stock and warrants to purchase 632,504 shares of common stock.

/s/ Richard G Rathmann

10/07/2013

** 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.