

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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 ]</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>05/06/2014</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			
Class A Preferred Stock	05/06/2014		M		9,376	A	(1)(2)	9,376 <sup>(3)</sup>	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
Warrants to Purchase Common Stock	\$0.5	05/06/2014		M		75,008		05/06/2014	03/31/2019	Common Stock	75,008	(1)(2)	2,173,260 <sup>(3)(4)</sup>	I	By GBR Investments LLC

**Explanation of Responses:**

- The securities were included in the 9,376 units acquired by the reporting person pursuant to the conversion of an outstanding unsecured convertible promissory note in the total principal amount of \$100,000 at an exchange rate of \$10.80 per unit. Each unit consists of one share of Class A Preferred Stock and one warrant to purchase eight shares of common stock. The conversion of such promissory note was at a 10% discounted rate, pursuant to the terms of the convertible promissory notes offering completed by the Registrant on March 13, 2014 ("5% Bridge Notes"), but otherwise on the same terms as provided by Cryoport, Inc. to certain institutional and accredited investors in a private placement of the units, which is occurring contemporaneously with the reporting person's conversion. In addition, other institutional and accredited investors who were holders of 5% Bridge Notes participated in the conversion of such (Continued in Footnote 2)
- (Continued from Footnote 1) notes at the same rate and same terms as provided to the reporting person, which also occurred contemporaneously with the reporting person's conversion.
- These securities are owned directly by GBR Investments, LLC. The reporting person may be deemed to share beneficial ownership of the securities held by GBR Investments, LLC by virtue of his status as a manager of GBR Investments LLC. The reporting person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Includes direct ownership of options to purchase 180,000 shares of common stock and warrants to purchase 509,726 shares of common stock. Also includes indirect ownership by GBR Investments, LLC of warrants to purchase 1,483,534 shares of common stock.

/s/ Richard G. Rathmann

05/13/2014

\*\* 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.

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