

**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

88-0313393

(State or other jurisdiction of
of incorporation or organization)

(IRS Employer
Identification No.)

**20382 Barents Sea Circle
Lake Forest, California**

92630

(Address of principal executive offices)

(Zip Code)

2011 Stock Incentive Plan ("2011 Plan")

(Full title of the plan)

**Robert S. Stefanovich
Chief Financial Officer
20382 Barents Sea Circle
Lake Forest, California 92630
(949) 470-2300**

(Name, address and telephone number, including area code, of agent for service)

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be Registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share	7,100,000 shares ⁽²⁾	\$ 0.49 ⁽³⁾	\$ 3,479,000	\$ 448.10

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered additional shares of common stock that may become available for purchase in accordance with the provisions of the 2011 Plan to prevent dilution in the event of any future change in the outstanding shares of common stock as a result of a recapitalization, stock dividends, stock splits or similar adjustments.
- (2) Represents shares of common stock reserved for issuance upon the exercise of stock options and grant of stock awards that may be granted under the 2011 Plan.
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based solely upon the last sales price of the Company's common stock as reported on the OTCQB on June 30, 2014.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Cryoport, Inc. (the “Company”), relating to 7,100,000 shares of its common stock, par value \$0.001 per Share (the “Common Stock”), issuable to eligible employees and directors of the Company under the Cryoport, Inc. 2011 Stock Incentive Plan, which is in addition to the 2,300,000 shares of Common Stock registered on the Company’s Form S-8 filed on October 4, 2011 (Commission File No. 333-177168) (the “First Prior Registration Statement”) and the additional 3,000,000 shares of Common Stock registered on the Company’s Form S-8 filed on October 22, 2012 (Commission File No. 333-184543) (the “Second Prior Registration Statement”) and, collectively with the First Prior Registration Statement, the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See Exhibit Index.

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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on July 15, 2014.

CRYOPOINT, INC.

By: /s/ Robert S. Stefanovich
Robert S. Stefanovich
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, Robert S. Stefanovich, and each of them, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and any and all Registration Statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, in connection with or related to the Offering contemplated by this Registration Statement and its amendments, if any, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to any and all amendments to said Registration Statement.

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/ Ramkumar Mandalam</u> Ramkumar Mandalam	Director	July 15, 2014
<u>/s/ Richard G. Rathmann</u> Richard G. Rathmann	Director	July 15, 2014
<u>/s/ Robert S. Stefanovich</u> Robert S. Stefanovich	Chief Financial Officer (Principal Financial and Accounting Officer)	July 15, 2014
<u>/s/ Jerrell W. Shelton</u> Jerrell W. Shelton	Director, Chief Executive Officer	July 15, 2014
<u>/s/ Stephen E. Wasserman</u> Stephen E. Wasserman	Director	July 15, 2014
<u>/s/ Edward J. Zecchini</u> Edward J. Zecchini	Director	July 15, 2014

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
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|------|--|
| 4.1 | 2011 Stock Incentive Plan (as amended and restated on September 6, 2013) (Incorporated by reference to Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on July 30, 2013). |
| 4.2 | Form of Stock Option Award Agreement (Incorporated by reference to Exhibit 10.37 to Registrant's Current Report on Form 8-K filed with the SEC on September 27, 2011). |
| 4.3 | Form of Non-Qualified Stock Option Award Agreement (Incorporated by reference to Exhibit 10.38 to Registrant's Current Report on Form 8-K filed with the SEC on September 27, 2011). |
| 5.1 | Opinion of Counsel * |
| 23.1 | Consent of Independent Registered Public Accounting Firm * |
| 23.2 | Consent of Counsel (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (on signature page) * |

* Filed herewith.

OPINION OF COUNSEL

Snell & Wilmer L.L.P.
600 Anton Boulevard
Suite 1400
Costa Mesa, California 92626-7689
TELEPHONE: (714) 427-7000
FACSIMILE: (714) 427-7799

July 15, 2014

Cryoport, Inc.
20382 Barents Sea Circle
Lake Forest, California 92630

**Re: Registration Statement on Form S-8
Cryoport, Inc., Common Stock, \$0.001 par value per share**

Ladies and Gentlemen:

We have acted as special Nevada counsel to Cryoport, Inc., a Nevada corporation (the "Company"), in connection with its Registration Statement on Form S-8 (the "Registration Statement"), to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") relating to an aggregate of 7,100,000 shares (collectively, the "Shares") of common stock of the Company, \$0.001 par value per share (the "Common Stock"), reserved for issuance upon the exercise of stock options and other awards that may be granted under the Company's 2011 Stock Incentive Plan, as amended (the "Plan").

All capitalized terms herein that are not otherwise defined shall have the meaning ascribed thereto in the Registration Statement. In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have relied upon and examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
2. The Articles of Incorporation of the Company (the "Charter"), certified as of a recent date by the Secretary of State of the State of Nevada and as of the date hereof by an officer of the Company;
3. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate as to the good standing of the Company, certified by the Secretary of State of the State of Nevada, dated as of a recent date;
5. Resolutions adopted by the Board of Directors of the Company relating to the approval of the Plan and the authorization of the issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;
6. A specimen of the current form of stock certificate representing shares of the Company's Common Stock, certified as of the date hereof by an officer of the Company;
7. The Plan, certified as of the date hereof by an officer of the Company;
8. A certificate executed by an officer of the Company, dated as of the date hereof; and
9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.
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2. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that the issuance of the Shares has been duly authorized and, when issued and delivered by the Company pursuant to the Resolutions and the Plan and otherwise in accordance with the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the General Corporation Law of the State of Nevada, and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Nevada, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Nevada, we do not express any opinion on such matter.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you solely for submission to the Commission as an exhibit to the Registration Statement, and, accordingly, may not be relied upon by, quoted in any manner to, or delivered to any other person or entity without, in each instance, our prior written consent. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 25, 2014 (which includes an explanatory paragraph regarding CryoPort, Inc.'s ability to continue as a going concern), relating to the consolidated financial statements of CryoPort, Inc., appearing in the Annual Report on Form 10-K of CryoPort, Inc. for the year ended March 31, 2014.

/s/ KMJ Corbin & Company LLP

Costa Mesa, California
July 15, 2014
