

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 19, 2015**

CRYOPORT, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State of other jurisdiction
of incorporation)

001-34632
(Commission File Number)

88-0313393
(IRS Employer
Identification No.)

20382 Barents Sea Circle, Lake Forest, California 92630
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(949) 470-2300**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14A-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03 Material Modification to Rights of Security Holders

On June 19, 2015, the Registrant submitted for filing with the Secretary of State of the State of Nevada an Amendment to the Certificate of Designation of the Registrant's Class A Preferred Stock and an Amendment to the Certificate of Designation of the Registrant's Class B Preferred Stock. Pursuant to such amendments, the provision contained in each Certificate of Designation relating to a mandatory exchange in connection with a qualified public offering was modified such that the mandatory exchange will be effective on the day that is six months and one day after the closing of such qualified public offering.

The foregoing description is qualified in its entirety by reference to the Amendment to Certificate of Designation of Class A Preferred Stock and Amendment to Certificate of Designation of Class B Preferred Stock, which are filed as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K and incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

The information set forth in Item 3.03 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

**Exhibit
Number**

- | | |
|-----|--|
| 3.1 | Amendment to Certificate of Designation of Class A Preferred Stock |
| 3.2 | Amendment to Certificate of Designation of Class B Preferred Stock |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CRYOPORT, INC.

Date: June 22, 2015

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment to Certificate of Designation of Class A Preferred Stock
3.2	Amendment to Certificate of Designation of Class B Preferred Stock



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov



150303

**Amendment to
Certificate of Designation
After Issuance of Class or Series**
(PURSUANT TO NRS 78.1955)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20150278588-96 Filing Date and Time 06/19/2015 11:04 AM Entity Number C4643-1990
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Certificate of Designation
For Nevada Profit Corporations
(Pursuant to NRS 78.1955 - After Issuance of Class or Series)

1. Name of corporation:

Cryoport, Inc.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Class A Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

Section 6 of the Certificate of Designation of the Class A Preferred Stock is hereby amended and restated as provided in the attachment hereto.

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

X

Signature of Officer

Filing Fee: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS Amend Designation - After
Revised: 1-5-15

Reset

Section 6 of the Certificate of Designation of Class A Preferred Stock is hereby amended and restated as follows:

“6. Mandatory Exchange.

(a) Trigger Events. Upon the day that is six (6) months and one (1) day after the closing of a public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$5,000,000 of gross cash proceeds to the Corporation for the sale of shares of Common Stock or that includes the sale of shares of Common Stock among the sale of other securities (a “**Qualified Offering**”) (the day that is six (6) months and one (1) day after such closing is referred to herein as the “**Mandatory Exchange Time**”), then (1) all outstanding shares of Class A Preferred Stock shall automatically be exchanged into shares (or units, if applicable) of the securities issued in such Qualified Offering at the Qualified Offering Exchange Rate, and (2) such shares may not be reissued by the Corporation. The “**Qualified Offering Exchange Rate**” shall be determined by (1) multiplying the number of shares of Class A Preferred Stock to be exchanged by the Class A Original Issue Price, (2) adding to the result all dividends then accrued but unpaid on such shares of Class A Preferred Stock to be exchanged, then (3) dividing the result by the Qualified Offering Exchange Price. The “**Qualified Offering Exchange Price**” shall mean eighty percent (80%) of the price per share (or unit, if applicable) of the securities issued by the Corporation in such Qualified Offering (i.e., a twenty percent (20%) discount).

(b) Procedural Requirements. All holders of record of shares of Class A Preferred Stock shall be sent written notice of the Mandatory Exchange Time and the place designated for mandatory exchange of all such shares of Class A Preferred Stock pursuant to this Section 6. Such notice need not be sent in advance of the occurrence of the Mandatory Exchange Time. Upon receipt of such notice, each holder of shares of Class A Preferred Stock in certificated form shall surrender his, her, or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen, or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft, or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for exchange shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her, or its attorney duly authorized in writing. All rights with respect to the Class A Preferred Stock exchanged pursuant to this Section 6(a), including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Exchange Time (notwithstanding the failure of the holder or holders thereof to surrender any certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of any certificate or certificates of such holders (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Section 6(a). As soon as practicable after the Mandatory Exchange Time and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Class A Preferred Stock, the Corporation shall issue and deliver to such holder, or to his, her, or its nominees, a certificate or certificates for the number of full shares of the securities issued in such Qualified Offering issuable on such exchange in accordance with the provisions hereof. Such exchanged Class A Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Class A Preferred Stock accordingly.”



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov



150303

**Amendment to
Certificate of Designation
After Issuance of Class or Series**
(PURSUANT TO NRS 78.1955)

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number 20150278585-63
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 06/19/2015 11:04 AM
	Entity Number C4643-1990

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Certificate of Amendment to Certificate of Designation
For Nevada Profit Corporations**
(Pursuant to NRS 78.1955 - After Issuance of Class or Series)

1. Name of corporation:

Cryoport, Inc.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Class B Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

Section 6 of the Certificate of Designation of the Class B Preferred Stock is hereby amended and restated as provided in the attachment hereto.

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

X *[Signature]*

Signature of Officer

Filing Fee: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS Amend Designation - After
Revised: 1-5-15

Section 6 of the Certificate of Designation of Class B Preferred Stock is hereby amended and restated as follows:

“6. Mandatory Exchange.

(a) Trigger Events. Upon the day that is six (6) months and one (1) day after the closing of a public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$5,000,000 of gross cash proceeds to the Corporation for the sale of shares of Common Stock or that includes the sale of shares of Common Stock among the sale of other securities (a “**Qualified Offering**”) (the day that is six (6) months and one (1) day after such closing is referred to herein as the “**Mandatory Exchange Time**”), then (1) all outstanding shares of Class B Preferred Stock shall automatically be exchanged into shares (or units, if applicable) of the securities issued in such Qualified Offering at the Qualified Offering Exchange Rate, and (2) such shares may not be reissued by the Corporation. The “**Qualified Offering Exchange Rate**” shall be determined by (1) multiplying the number of shares of Class B Preferred Stock to be exchanged by the Class B Original Issue Price, (2) adding to the result all dividends then accrued but unpaid on such shares of Class B Preferred Stock to be exchanged, then (3) dividing the result by the Qualified Offering Exchange Price. The “**Qualified Offering Exchange Price**” shall mean eighty percent (80%) of the price per share (or unit, if applicable) of the securities issued by the Corporation in such Qualified Offering (i.e., a twenty percent (20%) discount).

(b) Procedural Requirements. All holders of record of shares of Class B Preferred Stock shall be sent written notice of the Mandatory Exchange Time and the place designated for mandatory exchange of all such shares of Class B Preferred Stock pursuant to this Section 6. Such notice need not be sent in advance of the occurrence of the Mandatory Exchange Time. Upon receipt of such notice, each holder of shares of Class B Preferred Stock in certificated form shall surrender his, her, or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen, or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft, or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for exchange shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her, or its attorney duly authorized in writing. All rights with respect to the Class B Preferred Stock exchanged pursuant to this Section 6(a), including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Exchange Time (notwithstanding the failure of the holder or holders thereof to surrender any certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of any certificate or certificates of such holders (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Section 6(a). As soon as practicable after the Mandatory Exchange Time and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Class B Preferred Stock, the Corporation shall issue and deliver to such holder, or to his, her, or its nominees, a certificate or certificates for the number of full shares of the securities issued in such Qualified Offering issuable on such exchange in accordance with the provisions hereof. Such exchanged Class B Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Class B Preferred Stock accordingly.”