
**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): **September 1, 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 240.14d-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 September 1, 2015, Cryoport, Inc. submitted for filing with the Secretary of State of the State of Nevada an Amendment to the Certificate of Designation of the Class A Preferred Stock and an Amendment to the Certificate of Designation of the Class B Preferred Stock, amending and restating the voting rights applicable to the Class A Preferred Stock and the Class B Preferred Stock to clarify that each share of Class A Preferred Stock and each share of Class B Preferred Stock is currently entitled to 2.5 votes per share, subject to adjustment in the event of any future stock splits or combinations.

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: September 4, 2015

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

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--|
| 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



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| Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada | Document Number 20150393356-37 Filing Date and Time 09/01/2015 4:29 PM Entity Number C4643-1990 |
|--|---|

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

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 4 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 *Robert S. Stepanovich, CFO*

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

"4. Voting.

(a) Except as otherwise required by law, on any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Class A Preferred Stock shall be entitled to cast the number of votes equal to (i) the number of whole shares of Class A Preferred Stock held by such holder as of the record date for determining stockholders entitled to vote on such matter, multiplied by (ii) two and one-half (2.5) (the "Voting Multiplier"). Fractional votes shall not, however, be permitted, and any fractional voting rights (after aggregating all shares of Common Stock into which shares of such series held by each holder could be converted) shall be rounded up to the nearest whole number. Except as provided by law or by the other provisions of the Articles of Incorporation, holders of Class A Preferred Stock shall vote together with the holders of Common Stock as a single class.

(b) If the Corporation shall at any time or from time to time after May 19, 2015 effect a subdivision of the outstanding Common Stock, the Voting Multiplier in effect immediately before that subdivision shall be proportionately increased so that the number of votes entitled to each share of such series for purposes of this Section 4 shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding as a result of such subdivision.

(c) If the Corporation shall at any time or from time to time after May 19, 2015 combine the outstanding shares of Common Stock, the Voting Multiplier in effect immediately before the combination shall be proportionately decreased so that the number of votes entitled to each share of such series for purposes of this Section 4 shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding as a result of such combination.

(d) Any adjustment pursuant to subsections (b) and (c) above shall become effective at the close of business on the date the subdivision or combination becomes effective."



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



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| Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada | Document Number 20150393355-26 Filing Date and Time 09/01/2015 4:29 PM Entity Number C4643-1990 |
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**Amendment to
Certificate of Designation
After Issuance of Class or Series**
(PURSUANT TO NRS 78.1955)

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 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 4 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)

X9/4

Signature of Officer *ROBERT F. STEPHANOVICH, CEO*

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: 1-6-15

Section 4 of the Certificate of Designation of Class B Preferred Stock is hereby amended and restated as follows:

"4. Voting.

(a) Except as otherwise required by law, on any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Class B Preferred Stock shall be entitled to cast the number of votes equal to (i) the number of whole shares of Class B Preferred Stock held by such holder as of the record date for determining stockholders entitled to vote on such matter, multiplied by (ii) two and one-half (2.5) (the "Voting Multiplier"). Fractional votes shall not, however, be permitted, and any fractional voting rights (after aggregating all shares of Common Stock into which shares of such series held by each holder could be converted) shall be rounded up to the nearest whole number. Except as provided by law or by the other provisions of the Articles of Incorporation, holders of Class B Preferred Stock shall vote together with the holders of Common Stock as a single class.

(b) If the Corporation shall at any time or from time to time after May 19, 2015 effect a subdivision of the outstanding Common Stock, the Voting Multiplier in effect immediately before that subdivision shall be proportionately increased so that the number of votes entitled to each share of such series for purposes of this Section 4 shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding as a result of such subdivision.

(c) If the Corporation shall at any time or from time to time after May 19, 2015 combine the outstanding shares of Common Stock, the Voting Multiplier in effect immediately before the combination shall be proportionately decreased so that the number of votes entitled to each share of such series for purposes of this Section 4 shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding as a result of such combination.

(d) Any adjustment pursuant to subsections (b) and (c) above shall become effective at the close of business on the date the subdivision or combination becomes effective."