

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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>SHELTON JERRELL</u> (Last) (First) (Middle) <u>980 OVERTON LEA ROAD</u> (Street) <u>NASHVILLE TN 37220</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2016</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	01/30/2016		C ⁽¹⁾⁽²⁾		80,558	A	(1)(2)	808,494	D	

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
Class A Preferred Stock	(1)(2)	01/30/2016		C ⁽¹⁾⁽²⁾			15,481	(3)	(4)	Common Stock	(1)(2)	(1)(2)	0	D	
Warrant to purchase common stock	\$3.57	01/30/2016		C ⁽¹⁾⁽²⁾		80,558		01/30/2016	07/29/2020	Common Stock	80,558	(1)(2)	80,558 ⁽⁵⁾	D	

Explanation of Responses:

- On January 30, 2016, Cryoport, Inc. (the "Company") caused the mandatory exchange of all its outstanding Class A Preferred Stock and Class B Preferred Stock in accordance with the certificates of designation for such preferred stock (the "Mandatory Exchange"). As a result, the 15,481 shares of Class A Preferred Stock held by the reporting person were mandatorily exchanged into 80,558 units, comprised of: (i) 80,558 shares of the Company's common stock ("Common Stock") and (ii) 80,558 warrants, each warrant representing the right to purchase one share of Common Stock ("Warrant") (as described in Table II of this report). Pursuant to the certificates of designation, the Mandatory Exchange was triggered upon the completion of the Company's public offering of 2,090,750 units (each unit consisting of one share of Common Stock and one Warrant) in July 29, 2015, and occurred on the day that was six (6) months and one (1) day after the closing of such offering.
- The exchange rate for the Class A Preferred Stock was determined by: (i) multiplying the number of shares of Class A Preferred Stock to be exchanged by \$12; (ii) adding to the result all dividends then accrued but unpaid on such shares of Class A Preferred Stock to be exchanged; then (iii) dividing the result by \$2.60 (which is eighty percent (80%) of the price per unit issued in the Company's public offering of 2,090,750 units).
- 11,314 shares of Class A Preferred Stock were convertible at any time on or after September 1, 2014 at the option of the reporting person and 4,167 shares of Class A Preferred Stock were convertible at any time on or after November 17, 2014 at the option of the reporting person.
- The Class A Preferred Stock had no expiration date.
- The number of warrants beneficially owned relates only to the specific title of derivative security indicated in column 1 and does not include direct ownership of warrants to purchase 15,332 shares of common stock or options to purchase 1,851,270 shares of common stock that have different terms than the warrants reflected in Table II.

/s/ Jerrell Shelton

02/02/2016

** 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.