
**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): **November 3, 2016**

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.)

17305 Daimler St., Irvine, CA 92614
(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 8.01 Other Events.

On November 3, 2016, Cryoport, Inc. (the “Company”) announced the final results of the Company’s previously announced issuer tender offer (the “Offer”) to holders of the Company’s outstanding warrants to purchase one share of common stock at an exercise price of \$3.57 per share (“Original Warrants”) to exchange up to 5,000,000 of such Original Warrants for (1) an equal number of warrants to purchase one share of common stock at an exercise price of \$1.50 per share (“New Warrants”), conditioned upon the immediate exercise of such New Warrants, and (2) one warrant to purchase one share of common stock at an exercise price of \$3.00 per share for every four New Warrants exercised (“Supplemental Warrants”).

The Supplemental Warrants are exercisable upon issuance and expire on the earlier of (i) October 28, 2019 and (ii) the thirtieth (30th) day after the date that the closing price of the Company’s common stock equals or exceeds \$4.50 for ten consecutive trading days. The Supplemental Warrants will have a cashless exercise right in the event that the Supplemental Warrant Shares are not covered by an effective registration statement at the time of such exercise. The Supplemental Warrants will not be listed on the NASDAQ Capital Market or any other securities exchange.

The Offer expired at 5:00 p.m., Eastern Time on October 28, 2016 and was conducted pursuant to the terms and conditions set forth in the Company’s Tender Offer Statement on Schedule TO and the related exhibits included therein, as amended, initially filed with the Securities and Exchange Commission on August 11, 2016.

In connection with the Offer, 2,470,913 Original Warrants were properly tendered by holders of Original Warrants in exchange for (i) 2,470,913 New Warrants, which were immediately exercised for gross proceeds to the Company of approximately \$3,706,370, and (ii) 617,695 Supplemental Warrants.

A copy of the press release announcing the final results of the Offer is attached as Exhibit 99.1 to this Current Report on Form 8-K and 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**

99.1 Press Release, dated November 3, 2016, issued by the Company

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: November 3, 2016

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

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release, dated November 3, 2016, issued by the Company



Cryoport Completes Warrant Tender Offer

Irvine, CA, November 03, 2016 - Cryoport, Inc. (NASDAQ: CYRX, CYRXW) (“Cryoport” or the “Company”) the world’s leading cryogenic logistics company dedicated to the life sciences industry, today announced it has received gross proceeds of approximately \$3.7 million from warrants tendered and exercised in connection with its previously announced warrant exchange offer (the “Offer”) that expired on Friday, October 28, 2016.

Jerrell Shelton, CEO of Cryoport, said, “We are pleased to have successfully completed the offer and raise additional funds to support the growth of our business. This capital will be used, largely, to support the growing demand in our biopharma market. Cryoport provides unparalleled cold chain logistics solutions to many of the world’s leading regenerative medicine companies. In fact, currently, we provide logistics support for over 100 clinical trials, each of which contain significant potential embedded revenue opportunity.”

“Capital from this raise will also support our continued investment in sales and marketing programs, engineering, operations, client care, and information systems as we expand our position and competencies in cold chain logistics for life sciences companies. We believe Cryoport’s prospective future has never been better as demand continues to be fueled by exciting developments in the life sciences industry.”

This press release is for informational purposes only and is neither an offer to exchange nor a solicitation of an offer to exchange any of the Company’s securities. More details regarding the Offer can be found on the Company’s website and in the Company’s Tender Offer Statement on Schedule TO and the related exhibits included therein, as amended, initially filed with the Securities and Exchange Commission on August 11, 2016.

About Cryoport, Inc.

Cryoport is the life sciences industry’s most trusted global provider of cold chain logistics solutions for temperature-sensitive life sciences commodities, serving the biopharmaceutical market with leading-edge logistics solutions for biologic materials, such as regenerative medicine, including immunotherapies, stem cells and CAR-T cells. Cryoport’s solutions are used by points-of-care, CRO’s, central laboratories, pharmaceutical companies, manufacturers, university researchers et al; as well as the reproductive medicine market, primarily in IVF and surrogacy; and the animal health market, primarily in the areas of vaccines and reproduction. Cryoport’s proprietary Cryoport Express® Shippers, Cryoport™ Logistics Management Platform, leading-edge SmartPak II™ Condition Monitoring System and geo-sensing technology, paired with unparalleled cold chain logistics expertise and 24/7 client support, make Cryoport the end-to-end cold chain logistics partner that the industry trusts.

Cryoport is dedicated to

· simplifying global cold chain logistics through innovative technology, unmatched monitoring and data capture and support, including consulting;



- delivering the most advanced temperature controlled logistics solutions for the life sciences industry; and
- providing vital information that provides peace of mind throughout the life of each logistics process.

For more information, visit www.cryoport.com. To download Cryoport's investor relations app, which offers access to SEC documents, press releases, videos, audiocasts and more, please click to download from your [iPhone and iPad](#) or [Android mobile device](#). Sign up to follow @cryoport on Twitter at www.twitter.com/cryoport.

Forward Looking Statements

Statements in this news release which are not purely historical, including statements regarding Cryoport, Inc.'s intentions, hopes, beliefs, expectations, representations, projections, plans or predictions of the future, such as the expected use of the proceeds from the Offer, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. It is important to note that the company's actual results could differ materially from those in any such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, risks and uncertainties associated with the effect of changing economic conditions, trends in the products markets, variations in the company's cash flow, market acceptance risks, and technical development risks. The company's business could be affected by a number of other factors, including the risk factors listed from time to time in the company's SEC reports including, but not limited to, the annual report on Form 10-K for the year ended March 31, 2016. The company cautions investors not to place undue reliance on the forward-looking statements contained in this press release. Cryoport, Inc. disclaims any obligation, and does not undertake to update or revise any forward-looking statements in this press release.

Investor Contacts:

Todd Fromer / Elizabeth Barker

tfromer@kcsa.com / ebarker@kcsa.com

P: 1 212-682-6300

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