

**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
(State or other jurisdiction of
of incorporation or organization)

20382 Barents Sea Circle
Lake Forest, California
(Address of principal executive offices)

88-0313393
(IRS Employer
Identification No.)

92630
(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	3,000,000 shares(2)	\$0.19(3)	\$570,000	\$77.75

- (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 October 18, 2012.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by CryoPort, Inc. (the “Company”), relating to 3,000,000 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 “Prior Registration Statement”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement 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 October 22, 2012.

CRYOPORT, INC.

By: /s/ Robert S. Stefanovich
Robert S. Stefanovich
Chief Financial Officer (Principal Financial and Accounting
Officer) and Principal Executive 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/ Stephen E. Wasserman</u> Stephen E. Wasserman	Director	October 22, 2012
<u>/s/ Jerrell W. Shelton</u> Jerrell W. Shelton	Director	October 22, 2012
<u>/s/ Adam M. Michelin</u> Adam M. Michelin	Director	October 22, 2012
<u>/s/ Karen M. Muller</u> Karen M. Muller	Director	October 22, 2012

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	2011 Stock Incentive Plan (as amended and restated on September 13, 2012) (Incorporated by reference to Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on July 30, 2012).
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

October 22, 2012

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 3,000,000 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").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In connection with this opinion, we have examined and relied upon the Company's Amended and Restated Articles of Incorporation and Bylaws, each as in effect to date; the Registration Statement; pertinent records of the meetings of the directors and stockholders of the Company; and such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below. In addition, we have assumed and have not independently verified the accuracy as to factual matters of each document we have reviewed.

For purposes of rendering this opinion, we have examined originals or copies certified or otherwise identified to our satisfaction of the documents described in the preceding paragraph and such other documents and records as we have deemed appropriate. In conducting such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and conformity to original documents of all documents submitted to us as certified, photostatic or other copies, and the legal competence of all signatories to such documents. As to questions of fact material to our opinion, we have relied upon certificates of officers of the Company and of public officials.

The law covered by the opinions expressed herein is limited to the laws of the State of Nevada. We express no opinion herein as to the laws of any state, country or jurisdiction other than the laws of the State of Nevada and the laws of the United States of America. This opinion letter is delivered based on the facts in existence and laws in effect on the date hereof and without any undertaking to advise you of any changes of law or fact that occur after the date of this opinion letter even though the changes may affect the legal analysis, a legal conclusion or information confirmed in this opinion letter.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares being issued under and in accordance with the Plan to register and qualify such Shares for sale under all applicable state securities or "blue sky" laws.

Based on the foregoing, and the matters discussed below and in reliance thereon, after having given due regard to such issues of law as we deemed relevant, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We are furnishing this opinion to the Company solely in connection with the Registration Statement, and it is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect. We are opining only on the matters expressly set forth herein, and no opinion should be inferred as to any other matter whether by implication or otherwise including relating to the Company, the Shares, or the Registration Statement. This opinion may not be relied on by, nor copies delivered to, any other person or entity without our prior written consent.

Notwithstanding the preceding sentence, we hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm in the Registration Statement in the context of issuing this opinion. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

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 15, 2012 (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, 2012.

/s/ KMJ Corbin & Company LLP

Costa Mesa, California
October 22, 2012