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

FORM 10-Q

(Mark One)
 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended September 30, 2012

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____

Commission File Number: 001-34632

**cryoport^o
CryoPort, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

20382 BARENTS SEA CIRCLE,
LAKE FOREST, CA
(Address of Principal Executive Offices)

88-0313393
(IRS Employer
Identification No.)

92630
(Zip Code)

(949) 470-2300
Registrant's Telephone Number, Including Area Code:

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 2, 2012 the Company had 37,760,628, shares of its \$0.001 par value common stock issued and outstanding.

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PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CRYOPORT, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2012 (unaudited)	March 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,669,634	\$ 4,617,535
Restricted cash	—	251,368
Accounts receivable, net of allowances of \$12,300 at September 30, 2012 and \$5,500 at March 31, 2012	170,368	146,124
Inventories	55,919	51,754
Other current assets	38,630	65,970
Total current assets	1,934,551	5,132,751
Property and equipment, net	562,873	682,021
Intangible assets, net	321,698	379,083
Deposits and other assets	19,744	19,744
Total assets	<u>\$ 2,838,866</u>	<u>\$ 6,213,599</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 460,789	\$ 401,399
Accrued compensation and related expenses	144,788	235,996
Convertible debentures payable and accrued interest, net of discount of \$0 at September 30, 2012 and \$8,843 at March 31, 2012	—	337,902
Current portion of related party notes payable	104,000	96,000
Derivative liabilities	3,510	37,334
Total current liabilities	713,087	1,108,631
Related party notes payable and accrued interest, net of current portion	1,349,286	1,375,448
Total liabilities	<u>2,062,373</u>	<u>2,484,079</u>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.001 par value, 2,500,000 shares authorized, none issued and outstanding	—	—
Common stock, \$0.001 par value; 250,000,000 shares authorized; 37,760,628 shares issued and outstanding at September 30, 2012 and March 31, 2012	37,761	37,761
Additional paid-in capital	63,766,258	63,620,774
Accumulated deficit	(63,027,526)	(59,929,015)
Total stockholders' equity	776,493	3,729,520
Total liabilities and stockholders' equity	<u>\$ 2,838,866</u>	<u>\$ 6,213,599</u>

See accompanying notes to unaudited condensed consolidated financial statements

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CRYOPORT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For The Three Months Ended September 30,		For The Six Months Ended September 30,	
	2012	2011	2012	2011
Net revenues	\$ 233,597	\$ 110,713	\$ 424,896	\$ 234,464
Cost of revenues	344,440	363,550	698,058	717,830
Gross loss	<u>(110,843)</u>	<u>(252,837)</u>	<u>(273,162)</u>	<u>(483,366)</u>
Operating expenses:				
Selling, general and administrative	1,341,333	1,564,456	2,610,607	3,192,778
Research and development	101,656	124,705	210,607	225,935
Total operating expenses	<u>1,442,989</u>	<u>1,689,161</u>	<u>2,821,214</u>	<u>3,418,713</u>
Loss from operations	<u>(1,553,832)</u>	<u>(1,941,998)</u>	<u>(3,094,376)</u>	<u>(3,902,079)</u>
Other income (expense):				
Interest income	—	4,960	—	11,815
Interest expense	(11,759)	(107,757)	(36,359)	(241,068)
Change in fair value of derivative liabilities	14,489	14,685	33,824	48,968
Total other income (expense), net	<u>2,730</u>	<u>(88,112)</u>	<u>(2,535)</u>	<u>(180,285)</u>
Loss before income taxes	<u>(1,551,102)</u>	<u>(2,030,110)</u>	<u>(3,096,911)</u>	<u>(4,082,364)</u>
Income taxes	1,600	—	1,600	1,600
Net loss	<u>\$ (1,552,702)</u>	<u>\$ (2,030,110)</u>	<u>\$ (3,098,511)</u>	<u>\$ (4,083,964)</u>
Net loss per common share, basic and diluted	<u>\$ (0.04)</u>	<u>\$ (0.07)</u>	<u>\$ (0.08)</u>	<u>\$ (0.15)</u>
Basic and diluted weighted average common shares outstanding	<u>37,760,628</u>	<u>27,967,380</u>	<u>37,760,628</u>	<u>27,829,661</u>

See accompanying notes to unaudited condensed consolidated financial statements

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CRYOPORT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For The Six Months Ended	
	September 30,	
	2012	2011
Operating Activities		
Net loss	\$ (3,098,511)	\$ (4,083,964)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	216,931	162,051
Amortization of debt discount	8,843	127,930
Fair value of stock options and warrants issued to consultants, employees and directors	249,026	370,540
Change in fair value of derivative instruments	(33,824)	(48,968)
Loss on disposal of Cryogenic shippers	6,382	—
Interest accrued on restricted cash	—	(274)
Changes in operating assets and liabilities:		
Accounts receivable	(24,244)	(55,593)
Inventories	(4,165)	1,545
Other current assets	27,340	125,341
Accounts payable and accrued expenses	78,300	178,750
Accrued compensation and related expenses	(91,208)	6,948
Accrued interest	9,261	24,380
Net cash used in operating activities	<u>(2,655,869)</u>	<u>(3,191,314)</u>
Investing Activities		
Purchases of intangible assets	—	(79,547)
Purchases of property and equipment	(46,779)	(122,806)
Net cash used in investing activities	<u>(46,779)</u>	<u>(202,353)</u>
Financing Activities		
Repayments of convertible debentures payable	(82,800)	(1,176,628)
Payment of deferred financing costs	(122,453)	(158,270)
Proceeds from exercise of warrants	—	456,133
Repayments of related party notes payable	(40,000)	(54,000)
Payment on line of credit	—	(90,000)
Proceeds from release of restricted cash	—	91,443
Net cash used in financing activities	<u>(245,253)</u>	<u>(931,322)</u>
Net change in cash and cash equivalents	(2,947,901)	(4,324,989)
Cash and cash equivalents, beginning of period	4,617,535	9,278,443
Cash and cash equivalents, end of period	<u>\$ 1,669,634</u>	<u>\$ 4,953,454</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	<u>\$ 15,676</u>	<u>\$ 88,758</u>
Income taxes	<u>\$ 1,600</u>	<u>\$ 1,600</u>
SUPPLEMENTAL DISCLOSURE OF NON-CASH ACTIVITIES:		
Offering costs in connection with equity financing included in accounts payable	<u>\$ 59,569</u>	<u>\$ —</u>
Cashless exercise of warrants	<u>\$ —</u>	<u>\$ 36</u>
Release of restricted cash for repayment of convertible debentures payable	<u>\$ 251,368</u>	<u>\$ —</u>

See accompanying notes to unaudited condensed consolidated financial statements

CRYOPORT, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
For the Six Months Ended September 30, 2012 and 2011

Note 1. Management's Representation and Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by CryoPort, Inc. (the "Company" or "we") in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information, and pursuant to the instructions to Form 10-Q and Article 8 of Regulation S-X promulgated by the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statement presentation. However, the Company believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments (consisting primarily of normal recurring accruals) considered necessary for a fair presentation have been included.

Operating results for the three and six months ended September 30, 2012 are not necessarily indicative of the results that may be expected for the year ending March 31, 2013. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2012.

The Company has evaluated subsequent events through the date of this filing, and determined that no subsequent events have occurred that would require recognition in the unaudited condensed consolidated financial statements or disclosure in the notes thereto other than as disclosed in the accompanying notes.

Note 2. Organization and Summary of Significant Accounting Policies

The Company

The Company provides comprehensive solutions for frozen cold chain logistics, primarily in the life science industries. Its solutions afford new and reliable alternatives to currently existing products and services utilized for bio-pharmaceuticals and biologics, including in-vitro fertilization, cell lines, vaccines, tissue and other commodities requiring a reliable frozen solution. Cryoport's solutions can contribute to both the efficiency and effectiveness of clinical trials.

The Cryoport Express® Solution is centered on a web-based logistics platform branded as the Cryoport™ (formerly referred to as the CryoPort Express® Portal). The Cryoport manages customer ordering, tracking, customs documentation, and communication through a single interface as well as enabling the monitoring of the shipment's location and integrity throughout the entire shipping process. In addition, the Cryoport provides an array of information dashboards and validation documentation for every shipment.

Integral to this solution are also the Cryoport Liquid Nitrogen Dry Vapor Shippers (Cryoport Express® Shippers) which are cost-effective and reusable cryogenic transport containers utilizing innovative liquid nitrogen (LN2) based technology. Cryoport Express Shippers are non-hazardous, IATA (International Air Transport Association) certified, and are validated to maintain stable temperatures below minus 150° Celsius for a 10-plus day dynamic shipment period. The Company currently features two Cryoport Express Shipper models, the Standard Dry Shipper (holding up to approximately 75-2.0 ml vials) and the High Volume Dry Shipper (holding up to approximately 500-2.0 ml vials).

The Cryoport Express® Solution provides a fully documented "chain-of-custody" and "chain-of-condition" for every shipment, helping ensure that quality, safety, efficacy, and stability of shipped commodities are maintained. The Cryoport Express Solution can be used by customers, as a "turn-key" solution, through direct access to the cloud-based Cryoport, or by contacting Cryoport Client Care for order entry tasks. Cryoport provides 24/7/365 logistics services through its Client Care Team. Cryoport also provides complete training and process management services to support each customer's requirements.

The Cryoport Express® Solution has been the Company's principal focus for development and commercialization. In addition, during the first half of fiscal year 2013, the Company expanded its service offering to address specific market needs in the life science industry. The primary Cryoport service offerings are now as follows:

- **Cryoport Express® Solution**
The fully outsourced turn-key logistics solution described above.
- **Customer-Staged Solution**
Cryoport ships multiple Cryoport Express Shippers to the Customer (uncharged and in bulk) enabling the Customer to charge the shippers at their facility, process its orders through the Cryoport and then return the shippers to Cryoport after each shipment for cleaning, testing and refurbishing. Cryoport provides the 24/7/365 logistics services utilizing its Cryoport logistics platform.
- **Customer-Managed Solution**
Cryoport ships a fully charged Cryoport Express Shipper(s) to the Customer enabling the customer to utilize their internal expertise and manage all or a portion of the logistics services. As with the above solutions, the shippers are returned to Cryoport for cleaning, testing and refurbishing within a pre-determined time period.
- **Customer Integrated Logistics**
The Cryoport Logistics Team provides the full capability of the Cryoport to provide complete logistics services while enabling the customer to utilize their own packaging solutions.

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- **Distribution Partnerships**

Partnership arrangements with freight forwarder, integrators, and other logistics providers to be a part of their solution.

On January 24, 2011, the Company announced that, in conjunction with the Company, FedEx had launched its deep frozen shipping solution using our CryoPort Express® Dry Shipper. From March through September 2012, the Company worked closely with FedEx to further align its sales efforts and accelerate penetration within FedEx's healthcare customer base through improved processes, sales incentives, joint customer calls and more frequent communication at the sales and executive level. In addition, the Company has developed a FedEx branded portal, powered by the Cryoport, which will be used by FedEx and its customers giving them access to the full capabilities of our logistics management platform.

The Company continues its agreement with another global courier, DHL Express (USA), Inc. ("DHL") that gives DHL life science customers direct access to the Company's web-based order entry and tracking portal to order the CryoPort Express® Dry Shipper and receive preferred DHL shipping rates. The agreement covers DHL shipping discounts that may be used to support the Company's customers using the CryoPort Express® shipping solution. In connection with the agreement, the Company has integrated its proprietary web portal to DHL's tracking and billing systems to provide DHL life science customers with a seamless way of shipping their critical biological material worldwide.

We offer our solution to companies in the life science industries and are targeting specific verticals including biotech and diagnostic companies, pharmaceutical companies, central laboratories, contract research organizations and research institutions. These companies operate within a heavily regulated environment and as such, changing vendors and distribution practices typically require a number of steps which may include the audit of our facilities, review of our procedures, qualifying us as a vendor, and performing test shipments. This process can take six to eighteen months or longer to complete prior to a potential customer adopting the Cryoport Express® shipping solution.

Going Concern

The unaudited condensed consolidated financial statements have been prepared using the accrual method of accounting in accordance with U.S. GAAP and have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. We have sustained operating losses since our inception and have used substantial amounts of working capital in our operations. Further, at September 30, 2012, we had an accumulated deficit of \$63,027,526, we had a net loss of \$3,098,511 and we used cash in operations of \$2,655,869 during the six months ended September 30, 2012. These factors raise substantial doubt about our ability to continue as a going concern.

We expect to continue to incur substantial additional operating losses from costs related to the commercialization of our Cryoport Express® shipping solution and do not expect that revenues from operations will be sufficient to satisfy our funding requirements in the near term. We believe that our working capital at September 30, 2012 of approximately \$1.2 million, together with the revenues generated from our services and the continued focus on cost reductions of non-sales generating costs will be sufficient to sustain our planned operations into the fourth quarter of fiscal year 2013; however, we must obtain additional capital to fund operations thereafter and for the achievement of sustained profitable operations. We are currently exploring funding alternatives in order to secure sufficient operating capital to allow us to continue to operate as a going concern.

Future capital requirements will depend upon many factors, including the success of our commercialization efforts and the level of customer adoption of our Cryoport Express® shipping solution as well as our ability to establish additional collaborative arrangements. We cannot make any assurances that the sales ramp together with cost reduction measures will lead to achievement of sustained profitable operations or that any additional financing will be completed on a timely basis, on acceptable terms or at all. Management's inability to successfully achieve significant sales increases or its cost reduction strategies or to complete any other financing will adversely impact our ability to continue as a going concern. To address this issue, the Company has instituted a cost containment program and will be seeking additional capitalization to properly fund its efforts to become a self-sustaining financially viable entity.

Principles of Consolidation

The unaudited condensed consolidated financial statements include the accounts of CryoPort, Inc. and its wholly owned subsidiary, CryoPort Systems, Inc. All intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at

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the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from estimated amounts. The Company's significant estimates include allowances for doubtful accounts and sales returns, recoverability of long-lived assets, deferred taxes and their accompanying valuations, valuation of derivative liabilities and valuation of common stock, warrants and stock options issued for products or services.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, related-party notes payable and accrued interest, convertible notes payable, accounts payable and accrued expenses. The carrying value for all such instruments approximates fair value at September 30, 2012 and March 31, 2012, due to their short term nature. The difference between the fair value and recorded values of the related party notes payable and accrued interest is not significant. The Company's restricted cash is carried at amortized cost which approximates fair value at March 31, 2012.

Cash and Cash Equivalents

The Company considers highly liquid investments with original maturities of 90 days or less to be cash equivalents.

Concentrations of Credit Risk

Cash and cash equivalents

The Company maintains its cash accounts in financial institutions. Accounts at these institutions are insured by the Federal Deposit Insurance Corporation ("FDIC") with basic deposit coverage limits up to \$250,000 per owner. In addition to the basic insurance deposit coverage, the FDIC is providing temporary unlimited coverage for noninterest-bearing transaction accounts from December 31, 2010 through December 31, 2012. At September 30, 2012 and March 31, 2012, the Company had no cash balances which exceeded the FDIC insurance limits. The Company performs ongoing evaluations of these institutions to limit its concentration risk exposure.

Restricted cash

In conjunction with the private placement in February 2012, the Company was required to deposit \$444,168 into an escrow account representing the total future principal payments due to one of the convertible debenture holders (see Note 5). At September 30, 2012 and March 31, 2012, \$0 and \$251,368 remained in escrow, respectively.

Customers

The Company grants credit to customers within the U.S. and to a limited number of international customers and does not require collateral. Revenues from international customers are generally secured by advance payments except for a limited number of established foreign customers. The Company generally requires advance or credit card payments for initial revenues from new customers. The Company's ability to collect receivables is affected by economic fluctuations in the geographic areas and industries served by the Company. Reserves for uncollectible amounts are provided based on past experience and a specific analysis of the accounts which management believes is sufficient. Accounts receivable at September 30, 2012 and March 31, 2012 are net of reserves for doubtful accounts of approximately \$12,300 and \$5,500, respectively. Although the Company expects to collect amounts due, actual collections may differ from the estimated amounts.

The Company has foreign net revenues primarily in Europe, Japan, and India. During the three month periods ended September 30, 2012 and 2011, the Company had foreign sales of approximately \$98,000 and \$61,000, respectively, which constituted approximately 42% and 55%, respectively, of net revenues. During the six month periods ended September 30, 2012 and 2011, the Company had foreign sales of approximately \$179,000 and \$121,000, respectively, which constituted approximately 42% and 51%, respectively, of net revenues.

The majority of the Company's customers are in the biotechnology, pharmaceutical and life science industries. Consequently, there is a concentration of receivables within these industries, which is subject to normal credit risk. At September 30, 2012, net revenues for the six months ended September 30, 2012 from one customer accounted for 11%, of our total net revenues. No customers accounted for more than 10% of revenues during the three months ended September 30, 2012. At September 30, 2011, net revenues for the three and six months ended September 30, 2011 from two major customers accounted for 31%, of our total net revenues. The Company maintains reserves for bad debt and such losses, in the aggregate, which historically have not exceeded our estimates.

Inventories

The Company's inventories consist of accessories that are sold and shipped to customers along with pay-per-use containers that are not returned to the Company along with the containers at the culmination of the customer's shipping cycle. Inventories are stated at the lower of standard cost or current estimated market value. Cost is determined using the standard cost method which approximates the first-in, first-to-expire method. At September 30, 2012 and March 31, 2012, the Company's inventories consisted of \$28,340 and \$32,559 in raw materials, respectively, and \$27,579 and \$19,195 in finished goods, respectively.

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Property and Equipment

The Company provides shipping containers to its customers and charges a fee in exchange for the use of the container. The Company's arrangements are similar to the accounting standard for leases since they convey the right to use the containers over a period of time. The Company retains title to the containers and provides its customers the use of the container for a specified shipping cycle. At the culmination of the customer's shipping cycle, the container is returned to the Company. As a result the Company classifies the containers as property and equipment.

Property and equipment are recorded at cost. Cryogenic shippers, which comprise 86% of the Company's net property and equipment balance at September 30, 2012, are depreciated using the straight-line method over their estimated useful lives of three years. Equipment and furniture are depreciated using the straight-line method over their estimated useful lives (generally three to seven years) and leasehold improvements are amortized using the straight-line method over the estimated useful life of the asset or the lease term, whichever is shorter. Equipment acquired under capital leases is amortized over the estimated useful life of the assets or term of the lease, whichever is shorter and included in depreciation and amortization expense.

Betterments, renewals and extraordinary repairs that extend the lives of the assets are capitalized; other repairs and maintenance charges are expensed as incurred. The cost and related accumulated depreciation and amortization applicable to assets retired are removed from the accounts, and the gain or loss on disposition is recognized in current operations.

Depreciation expense for property and equipment was \$92,705 and \$159,546 and \$59,254 and \$114,424 for the three and six months ended September 30, 2012 and 2011, respectively.

Intangible Assets

Intangible assets are comprised of patents and trademarks and software development costs. The Company capitalizes costs of obtaining patents and trademarks which are amortized, using the straight-line method over their estimated useful life of five years. The Company capitalizes certain costs related to software developed for internal use. Software development costs incurred during the preliminary or maintenance project stages are expensed as incurred, while costs incurred during the application development stage are capitalized and amortized using the straight-line method over the estimated useful life of the software, which is five years. Capitalized costs include purchased materials and costs of services including the valuation of warrants issued to consultants.

Amortization expense for intangible assets for the three and six months ended September 30, 2012 and 2011 was \$29,197 and \$57,385 and \$23,906 and \$47,627, respectively. All of the Company's intangible assets are subject to amortization.

Long-lived Assets

If indicators of impairment exist, we assess the recoverability of the affected long-lived assets by determining whether the carrying value of such assets can be recovered through undiscounted future operating cash flows. If impairment is indicated, we measure the amount of such impairment by comparing the fair value to the carrying value. We believe the future cash flows to be received from the long-lived assets will exceed the assets' carrying value, and accordingly, we have not recognized any impairment losses at September 30, 2012 or March 31, 2012.

Financing Costs

Financing costs represent costs incurred in connection with private equity financing. Financing from equity financings are netted against the gross proceeds received from the equity financings.

During the year ended March 31, 2012, the Company incurred \$572,255 of offering costs in connection with the private placement that closed in February and March 2012, which were charged to additional paid-in capital and netted against the proceeds received in the private placements. As of March 31, 2012, offering costs of \$78,480 related to the private placement were included in accounts payable and accrued expenses in the accompanying condensed consolidated balance sheet and were paid during the six months ended September 30, 2012. During the three and six months ended September 30, 2012, the Company incurred \$103,542 of offering costs in connection with this private placement. As of September 30, 2012, offering costs of \$59,569 related to this private placement were included in accounts payable and accrued expenses in the accompanying condensed consolidated balance sheet.

During the three and six months ended September 30, 2011, the Company incurred \$0 and \$36,543, respectively, of offering costs in connection with the private placement that closed in February 2011 which were charged to additional paid-in capital and netted against the proceeds received in the private placements. During the six months ended September 30, 2011, the Company made payments of \$121,727 in connection with offering cost related to the private placement in February 2011.

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Convertible Debentures

If a conversion feature of conventional convertible debt is not accounted for as a derivative instrument and provides for a rate of conversion that is below market value, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount. The convertible debt is recorded net of the discount related to the BCF. The Company amortizes the discount to interest expense over the life of the debt using the effective interest rate method.

Derivative Liabilities

Certain of the Company's issued and outstanding common stock purchase warrants which have exercise price reset features are treated as derivatives for accounting purposes. The common stock purchase warrants were not issued with the intent of effectively hedging any future cash flow, fair value of any asset, liability or any net investment in a foreign operation. The warrants do not qualify for hedge accounting, and as such, all future changes in the fair value of these warrants are recognized currently in earnings until such time as the warrants are exercised, expire or the related rights have been waived. These common stock purchase warrants do not trade in an active securities market, and as such, the Company estimates the fair value of these warrants using the Black-Scholes option pricing model ("Black-Scholes") (see Note 6).

Supply Concentration Risks

The component parts for our products are primarily manufactured at third party manufacturing facilities. The Company also has a warehouse at our corporate offices in Lake Forest, California, where the Company is capable of manufacturing certain parts and fully assembles its products. Most of the components that the Company uses in the manufacture of its products are available from more than one qualified supplier. For some components, however, there are relatively few alternate sources of supply and the establishment of additional or replacement suppliers may not be accomplished immediately; however, the Company has identified alternate qualified suppliers which the Company believes could replace existing suppliers. Should this occur, the Company believes that with its current level of shippers and production rate the Company has enough components to cover a four to six week maximum disruption gap in production.

There are no specific long-term agreements with any manufacturer nor are there any long-term commitments to any manufacturer. The Company believes that any of the manufacturers currently used by it could be replaced within a short period of time as none have a proprietary component or a substantial capital investment specific to its products.

Revenue Recognition

The Company provides shipping containers to their customers and charges a fee in exchange for the use of the shipper. The Company's arrangements are similar to the accounting standard for leases since they convey the right to use the containers over a period of time. The Company retains title to the containers and provides its customers the use of the container for a specified shipping cycle. At the culmination of the customer's shipping cycle, the container is returned to the Company.

The Company recognizes revenue for the use of the shipper at the time of the delivery of the shipper to the end user of the enclosed materials, and at the time that collectability is reasonably certain. Revenue is based on gross sales, net of discounts and allowances.

Accounting for Shipping and Handling Revenue, Fees and Costs

The Company classifies amounts billed for shipping and handling as revenue. Shipping and handling fees and costs are included in cost of revenues in the accompanying condensed consolidated statements of operations.

Research and Development Expenses

Expenditures relating to research and development are expensed in the period incurred. Research and development expenses to date have consisted primarily of costs associated with continually improving the features of the Cryoport Express® System including the web based customer service portal and the Cryoport Express® Shippers. Further, these efforts are expected to lead to the introduction of shippers of varying sizes based on market requirements, constructed of lower cost materials and utilizing high volume manufacturing methods that will make it practical to provide the cryogenic packages offered by the Cryoport Express® System. Other research and development effort has been directed toward improvements to the liquid nitrogen retention system to render it more reliable in the general shipping environment and to the design of the outer packaging. Alternative phase change materials in place of liquid nitrogen may be used to increase the potential markets these shippers can serve such as ambient and 2-8°C markets.

Stock-based Compensation

The Company accounts for stock-based payments to employees and directors in accordance with stock-based payment accounting guidance which requires all stock-based payments to employees and directors, including grants of employee stock options and warrants, to be recognized based upon their fair values. The fair value of stock-based awards is estimated at grant date using Black-Scholes and the portion that is ultimately expected to vest is recognized as compensation cost over the requisite service period.

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Since stock-based compensation is recognized only for those awards that are ultimately expected to vest, the Company has applied an estimated forfeiture rate to unvested awards for the purpose of calculating compensation cost. These estimates will be revised, if necessary, in future periods if actual forfeitures differ from estimates. Changes in forfeiture estimates impact compensation cost in the period in which the change in estimate occurs. The estimated forfeiture rates at September 30, 2012 and March 31, 2012 was zero as the Company has not had a significant history of forfeitures and does not expect significant forfeitures in the future.

Cash flows from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options or warrants are classified as financing cash flows. Due to the Company's loss position, there were no such tax benefits during the six months ended September 30, 2012 and 2011.

The Company uses Black-Scholes to estimate the fair value of stock-based awards. The determination of fair value using Black-Scholes is affected by its stock price as well as assumptions regarding a number of complex and subjective variables, including expected stock price volatility, risk-free interest rate, expected dividends and projected employee stock option exercise behaviors (see Note 8 for the Stock Plan Description and summary of assumptions and activity).

Equity Instruments Issued to Non-Employees for Acquiring Goods or Services

Issuances of the Company's common stock for acquiring goods or services are measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The measurement date for the fair value of the equity instruments issued to consultants or vendors is determined at the earlier of (i) the date at which a commitment for performance to earn the equity instruments is reached (a "performance commitment" which would include a penalty considered to be of a magnitude that is a sufficiently large disincentive for nonperformance) or (ii) the date at which performance is complete. When it is appropriate for the Company to recognize the cost of a transaction during financial reporting periods prior to the measurement date, for purposes of recognition of costs during those periods, the equity instrument is measured at the then-current fair values at each of those interim financial reporting dates (see Note 8).

Income Taxes

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. The Company is a subchapter "C" corporation and files a federal income tax return. The Company files separate state income tax returns for California and Nevada. It is not anticipated that there will be a significant change in the unrecognized tax benefits over the next twelve months.

In June 2006, the Financial Accounting Standards Board ("FASB") issued an interpretation which clarified the accounting for uncertainty in income taxes recognized in the financial statements in accordance with current guidance. The updated guidance provides that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. Income tax positions must meet a more likely than not recognition threshold. The Company did not record any unrecognized tax benefits upon adoption of the accounting for uncertainty in income taxes. The Company's policy is to recognize interest and penalties that would be assessed in relation to the settlement value of unrecognized tax benefits as a component of income tax expense.

Basic and Diluted Loss Per Share

Basic loss per common share is computed based on the weighted average number of shares outstanding during the period. Diluted loss per share is computed by dividing net loss by the weighted average shares outstanding assuming all dilutive potential common shares were issued. In addition, in computing the dilutive effect of convertible securities, the numerator is adjusted to add back the after-tax amount of interest, if any, recognized in the period associated with any convertible debt. For the three and six months ended September 30, 2012 and 2011, the Company was in a loss position and the basic and diluted loss per share are the same since the effect of stock options, warrants and convertible notes payable on loss per share was anti-dilutive and thus not included in the diluted loss per share calculation. The impact under the treasury stock method of dilutive stock options and warrants and the if-converted method of convertible debt would have resulted in weighted average common shares outstanding of approximately 37,761,000 and 37,779,000, and 36,482,000 and 35,521,000 for the three and six month periods ended September 30, 2012 and 2011, respectively.

Segment Reporting

We currently operate in only one segment.

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Fair Value Measurements

The Company determines the fair value of its derivative instruments using a three-level hierarchy for fair value measurements which these assets and liabilities must be grouped, based on significant levels of observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. This hierarchy requires the use of observable market data when available. These two types of inputs have created the following fair-value hierarchy:

Level 1 — Valuations based on unadjusted quoted market prices in active markets for identical securities. Currently the Company does not have any items classified as Level 1.

Level 2 — Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement, and involve management judgment. The Company uses Black-Scholes to determine the fair value of the instruments. If the inputs used to measure fair value fall in different levels of the fair value hierarchy, a financial security's hierarchy level is based upon the lowest level of input that is significant to the fair value measurement.

The following table presents the Company's warrants measured at fair value on a recurring basis as of September 30, 2012 and March 31, 2012 classified using the valuation hierarchy:

	Level 3 Carrying Value September 30, 2012 (unaudited)	Level 3 Carrying Value March 31, 2012
Derivative Liabilities	\$ 3,510	\$ 37,334

The following table provides a reconciliation of the beginning and ending balances for the Company's derivative liabilities measured at fair value using Level 3 inputs for the six months ended September 30, 2012 and 2011:

	Level 3 Carrying Value 2012	Level 3 Carrying Value 2011
Balance at March 31,	\$ 37,334	\$ 156,497
Change in fair value	(33,824)	(48,968)
Balance at September 30, (unaudited)	\$ 3,510	\$ 107,529

Note 3. Line of Credit

On October 19, 2010, the Company secured a one-year renewal of the line of credit (the "Line") for a reduced amount of \$90,000 which was secured by a \$90,000 certificate of deposit with a financial institution. On August 25, 2011, the Company paid the entire balance in full and the line has been terminated. All borrowings under the revolving line of credit bore variable interest based on either the prime rate plus 1.5% per annum or 5.0%, whichever was higher. The Company utilized the funds advanced from the Line for capital equipment purchases to support the commercialization of the Company's Cryoport Express® Dry Shipper. During the three and six months ended September 30, 2011, the Company recorded interest expense of \$587 and \$1,725, respectively, related to the Line.

Note 4. Related Party Transactions

Related Party Notes Payable

As of September 30, 2012 and March 31, 2012, the Company had aggregate principal balances of \$707,500 and \$747,500, respectively, in outstanding unsecured indebtedness owed to four related parties, including former members of the Company's board of directors, representing working capital advances made to the Company from February 2001 through March 2005. These notes bear interest at the rate of 6% per annum and provide for aggregate monthly principal payments which began April 1, 2006 of \$2,500, and which increased by an aggregate of \$2,500 every nine months to a maximum of \$10,000 per month. As of September 30, 2012, the aggregate principal payments totaled \$8,000 per month. Any remaining unpaid principal and accrued interest is due at maturity on various dates through March 1, 2015.

Related-party interest expense under these notes was \$10,744 and \$21,838 and \$12,174 and \$ 24,768 for the three and six months ended September 30, 2012 and 2011, respectively. Accrued interest, which is included in related party notes payable in the accompanying condensed consolidated balance sheets, amounted to \$745,786 and \$723,948 as of September 30, 2012 and March 31, 2012, respectively.

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Advisory Services Agreement with Former Officer

On March 7, 2011, the Company entered into a one-year advisory services agreement with Marc Grossman, M.D. to provide strategic business advisory services including identifying and introducing customers, advising on sales and marketing plans and providing financial advice. Dr. Grossman is a former officer of the Company and is one of the four related parties to which Cryoport has an outstanding unsecured debt obligation. For these services, Dr. Grossman was paid a fee of \$125,000, which was amortized over the term of the agreement, and in addition, Dr. Grossman was issued a warrant to purchase 200,000 shares of the Company's common stock at an exercise price of \$0.77 per share which was fully vested upon issuance (see Note 8).

Consulting Agreement with Officers

On July 29, 2009, the Board of Directors of the Company appointed Ms. Catherine M. Doll, a consultant, to the offices of Chief Financial Officer, Treasurer and Assistant Corporate Secretary, which became effective on August 20, 2009. Ms. Doll resigned the offices of Chief Financial Officer, Treasurer and Assistant Corporate Secretary on June 27, 2011, effective immediately following the Company's filing of its Form 10-K for the fiscal year ended March 31, 2011. Ms. Doll is the owner and chief executive officer of The Gilson Group, LLC. The Gilson Group, LLC provides financial and accounting consulting services, including SEC and financial reporting, budgeting and forecasting to the Company. Related-party consulting fees for all services provided by The Gilson Group, LLC, were approximately \$76,000 for the six months ended September 30, 2011.

Note 5. Convertible Notes Payable

The Company's convertible debenture balances are shown below:

	September 30, 2012 <u>(unaudited)</u>	March 31, 2012
October 2007 Debentures	\$ —	\$334,168
Accrued interest	—	12,577
Debt discount	—	(8,843)
Total convertible debentures and accrued interest, net	<u>\$ —</u>	<u>\$337,902</u>

The October 2007 Debentures was convertible into shares of the Company's common stock at a price of \$3.00 per share. The debentures bore interest at 8% per annum. The Company had been obligated to make principal or additional interest payments since March 1, 2011 with respect to the outstanding balances of the debentures. The Company made the monthly principal payments of \$200,000 and quarterly interest payments. The debentures were repaid during the quarter ended June 2012.

During the three and six months ended September 30, 2012 and 2011, the Company recognized an aggregate of \$0 and \$8,843, and \$57,558 and \$127,930, respectively, in interest expense, respectively, due to amortization of debt discount related to the warrants and beneficial conversion features associated with the Company's outstanding convertible notes payable. During the three and six months ended September 30, 2012 and 2011, the Company recorded interest expense of \$0 and \$3,099, and \$36,956 and \$85,434, respectively, related to the stated interest associated with the convertible notes payable.

Note 6. Derivative Liabilities

In accordance with current accounting guidance, certain of the Company's outstanding warrants to purchase shares of common stock are treated as derivatives because these instruments have reset or ratchet provisions in the event the Company raises additional capital at a lower price, among other adjustments. As such, the fair value of these common stock purchase warrants and embedded conversion features were treated as derivative liabilities since their date of issuance or modification. Changes in fair value are recorded as non-operating, non-cash income or expense at each reporting date. If the fair value of the derivatives is higher at the subsequent balance sheet date, the Company will record a non-operating, non-cash charge. If the fair value of the derivatives is lower at the subsequent balance sheet date, the Company will record non-operating, non-cash income. As of September 30, 2012 and March 31, 2012 the Company had derivative warrant liabilities of \$3,510 and \$37,334, respectively.

During the three and six months ended September 30, 2012 and 2011, the Company recognized aggregate gains of \$14,489 and \$33,824 and \$14,685 and \$48,968, respectively, due to the change in fair value of its derivative instruments. (See Note 2).

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The Company's common stock purchase warrants do not trade in an active securities market, and as such, the Company estimated the fair value of these warrants using Black-Scholes using the following assumptions:

	<u>For the six Months Ended September 30, 2012</u> (unaudited)	<u>For the Year Ended March 31, 2012</u>
Expected dividend	—	—
Expected term (in years)	1.51 to 1.81	2.01 to 2.81
Risk free interest rate	0.23% to 0.33%	0.33% to 0.81%
Expected volatility	129% to 130%	124% to 132%

Historical volatility was computed using daily pricing observations for recent periods that correspond to the remaining term of the warrants, which had an original term of five years from the date of issuance. The expected life is based on the remaining term of the warrants. The risk-free interest rate is based on U.S. Treasury securities with a maturity corresponding to the remaining term of the warrants.

Note 7. Commitments and Contingencies

Lease Commitments

We currently lease two facilities, with approximately 11,900 square feet of corporate, research and development, and warehouse facilities, located in Lake Forest, California ("Lake Forest Facility") and approximately 4,100 square feet of corporate facilities located in San Diego, California ("San Diego Facility"). In June 2010, the Company entered into a third amendment to the Lake Forest Facility lease and extended the lease for sixty months commencing July 1, 2010 with a right to cancel the lease with a minimum of 120 day written notice at any time after December 31, 2012 and adjusted the base lease payments to a range over the life of the agreement of \$7,010 per month to \$8,911 per month, plus operating expenses. On April 11, 2011, the Company entered into an office service agreement with Regis Management Group, LLC (Lessor) for six (6) executive offices in San Diego which the Company terminated effective December 31, 2011. Aggregate base lease payments for these offices were approximately \$9,250 per month. On November 28, 2011, the Company entered into a lease agreement for the San Diego Facility for a thirty six month period ending December 31, 2014. Base lease payments range over the life of the agreement of \$8,621 per month to \$9,442 per month, plus operating expenses.

Total rental expense was approximately \$49,000 and \$107,000 and \$73,000 and \$150,000 for the three and six months ended September 30, 2012 and 2011, respectively.

Consulting and Engineering Services

Effective November 1, 2010, the Company entered into a Second Amendment to Master Consulting and Engineering Services Agreement (the "Second Amendment") with KLATU Networks, LLC ("KLATU"), which amended the Master Consulting and Engineering Services Agreement between the parties dated as of October 9, 2007 (the "Agreement"), as amended by the First Amendment to Master Consulting and Engineering Services Agreement between the parties dated as of April 23, 2009. The parties entered into the Second Amendment to clarify their mutual intent and understanding that all license rights granted to the Company under the Agreement, as amended, shall survive any termination or expiration of the Agreement. In addition, in recognition that the Company has paid KLATU less than the market rate for comparable services, the Second Amendment provides that if the Company terminates the Agreement without cause, which the Company has no intention of doing, or liquidates, KLATU shall be entitled to receive additional consideration for its services provided from the commencement of the Agreement through such date of termination, which additional compensation shall not be less than \$2 million plus two times the "cost of work" (as defined in the Agreement). Any such additional compensation would be payable in three equal installments within 12 months following the date the amount of such additional compensation is determined.

The agreement provides for one year terms ending on December 31 of each year, but it automatically renews for one year periods unless otherwise terminated. Consulting fees for services provided by KLATU were \$96,501 and \$196,671, and \$166,537 and \$233,878 for the three and six months ended September 30, 2012 and 2011, respectively.

Litigation

The Company may become a party to product litigation in the normal course of business. The Company accrues for open claims based on its historical experience and available insurance coverage. In the opinion of management, there are no legal matters involving the Company that would have a material adverse effect upon the Company's financial condition or results of operations.

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Indemnities and Guarantees

The Company has made certain indemnities and guarantees, under which it may be required to make payments to a guaranteed or indemnified party, in relation to certain actions or transactions. The guarantees and indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. Historically, the Company has not been obligated nor incurred any payments for these obligations and, therefore, no liabilities have been recorded for these indemnities and guarantees in the accompanying unaudited condensed consolidated balance sheets.

The Company indemnifies its directors, officers, employees and agents, as permitted under the laws of the States of California and Nevada. In connection with its facility leases, the Company has indemnified its lessors for certain claims arising from the use of the facilities. The duration of the guarantees and indemnities varies, and is generally tied to the life of the agreement.

In connection with the Company's agreement with FedEx pursuant to which the Company leases to FedEx its cryogenic shippers, the Company has agreed to indemnify and hold harmless FedEx, its directors, officers, employees and agents from and against any and all claims, demands, causes of action, losses, damages, judgments, injuries and liabilities, including payment of attorney's fees. In addition, the Company has agreed to indemnify, defend and hold harmless FedEx, its Affiliates (including the corporate parent company), directors, officers, employees and agents from and against any and all claims by third parties based on an allegation that the use of the Company's shippers infringes on any United States or foreign intellectual property right of such third parties, including any potential royalty payments and other costs and damages, reasonable attorneys' fees and out-of-pocket expenses reasonably incurred by FedEx. The duration of these indemnities survive the termination or expiration of the agreement.

Note 8. Equity

Preferred Stock

On September 22, 2011, the Company's stockholders approved an amendment to the Company's Amended and Restated Articles of Incorporation to authorize a class of undesignated or "blank check" preferred stock, which had previously been approved by the Company's Board of Directors on July 19, 2011, consisting of 2,500,000 shares at \$0.001 par value per share. Shares of preferred stock may be issued in one or more series, with such rights, preferences, privileges and restrictions as shall be fixed by the Company's Board of Directors.

Warrants and Options

During April 2012, the Company issued a warrant to purchase 30,000 shares of the Company's common stock at an exercise price of \$0.50 per share and a two year life to a consultant for services rendered. The Company recognized \$8,546 in expense related to this warrant for the six months ended September 30, 2012.

During December 2011, the Company issued a warrant to purchase 155,844 shares of the Company's common stock at an exercise price of \$0.77 per share and a five year life to a consultant for services to be rendered over two years. The service agreement was terminated in May 2012. The Company recognized \$8,084 in expense related to this warrant for the six months ended September 30, 2012.

During July 2011, the Company issued a warrant to purchase 10,000 shares of the Company's common stock at an exercise price of \$1.20 and a five year life to a consultant for services to be rendered within one year. The Company recognized \$8,297 in expense related to these warrants for the three and six months ended September 30, 2011.

During April 2011, the Company issued a warrant to purchase 2,500 shares of the Company's common stock at an exercise price of \$1.38 per share and a five year life to a consultant for services to be rendered over three years. The Company recognized \$280 and \$557 and \$172 and \$409 in expense related to this warrant for the three and six months ended September 30, 2012 and 2011, respectively.

On March 7, 2011, the Company entered into an Advisory Services Agreement with Marc Grossman M.D. to provide strategic business advice for which he was issued a fully-vested warrant to purchase 200,000 shares of the Company's common stock at an exercise price of \$0.77 per share, in addition to a fee of \$125,000. The fair value of this warrant was \$302,769 as calculated using Black-Scholes and was recorded as an other current asset. The agreement ended in March 2012. For the three and six months ended September 30, 2011 the Company recognized \$75,693 and \$151,385 in expense related to this warrant and is included in selling, general and administrative in the accompanying condensed consolidated statements of operations.

On May 10, 2010, the Company issued warrants to purchase an aggregate of 40,000 shares of the Company's common stock at an exercise price of \$1.89 to a consultant for services rendered through June 2011. The warrants vested as to 20,000 shares of common stock upon issuance with a fair value of \$36,090 and as to 20,000 shares of common stock upon attainment of certain deliverables and were valued accordingly at each interim reporting date until the deliverables were completed on June 8, 2011. Upon completion of the deliverable, the fair value was \$12,937 which resulted in the Company reversing \$6,666 in expense previously recorded.

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Stock-based Compensation Plan Descriptions

The Company maintains three stock incentive plans, the 2002 Stock Incentive Plan (the “2002 Plan”), the 2009 Stock Incentive Plan (the “2009 Plan”) and the 2011 Stock Incentive Plan (the “2011 Plan”). The 2002 Plan provides for grants of incentive stock options and nonqualified options to employees, directors and consultants of the Company to purchase the Company’s shares at the fair value, as determined by management and the board of directors, of such shares on the grant date. The options are subject to various vesting conditions and generally vest over a three-year period beginning on the grant date and have seven to ten-year term. The 2002 Plan also provides for the granting of restricted shares of common stock subject to vesting requirements. The Company is authorized to issue up to 500,000 shares under this plan and has no shares available for future issuances as the 2002 Plan has expired.

On October 9, 2009, the Company’s stockholders approved and adopted the 2009 Plan, which had previously been approved by the Company’s Board of Directors on August 31, 2009. The 2009 Plan provides for the grant of incentive stock options, nonqualified stock options, restricted stock rights, restricted stock, performance share units, performance shares, performance cash awards, stock appreciation rights, and stock grant awards (collectively, “Awards”) to employees, officers, non-employee directors, consultants and independent contractors of the Company. The 2009 Plan also permits the grant of awards that qualify for the “performance-based compensation” exception to the \$1,000,000 limitation on the deduction of compensation imposed by Section 162(m) of the Internal Revenue Code. A total of 1,200,000 shares of the Company’s common stock are authorized for the granting of Awards under the 2009 Plan. The number of shares available for future Awards, as well as the terms of outstanding Awards, is subject to adjustment as provided in the 2009 Plan for stock splits, stock dividends, recapitalizations and other similar events. Awards may be granted under the 2009 Plan until the sooner of October 9, 2019 or until all shares available for Awards under the 2009 Plan have been purchased or acquired. The Company is authorized to issue up to 1,200,000 shares under this plan and as of September 30, 2012, the Company has 273,491 shares available for future Awards under the 2009 Plan.

On September 22, 2011, the Company’s stockholders approved and adopted the 2011 Plan, which had previously been approved by the Company’s Board of Directors on July 19, 2011. The 2011 Plan provides for the grant of Awards to employees, officers, non-employee directors and consultants of the Company. The Company’s Compensation Committee has the authority to determine the type of Award as well as the amount, terms and conditions of each Award under the 2011 Plan, subject to the limitations and other provisions of the 2011 Plan. A total of 2,300,000 shares of the Company’s common stock were authorized for the granting of Awards under the 2011 Plan. The number of shares available for Awards, as well as the terms of outstanding Awards, is subject to adjustment as provided in the 2011 Plan for stock splits, stock dividends, recapitalizations and other similar events. On September 13, 2012 the stockholders approved an increase to the number of shares of the Company’s common stock available for issuance by 3,000,000 shares. Awards may be granted under the 2011 Plan until September 21, 2021 or until all shares available for Awards under the 2011 Plan have been purchased or acquired unless the stockholders of the Company vote to approve an extension of the 2011 Plan prior to such expiration date. As of September 30, 2012, the Company is authorized to issue up to 5,300,000 shares under this plan and has 3,728,733 shares available for future issuances as of September 30, 2012.

In addition to the stock options issued pursuant to the Company’s three stock incentive plans, the Company has granted warrants to employees, officers, non-employee directors, consultants and independent contractors. The warrants are generally not subject to vesting requirements and have ten-year terms.

Summary of Assumptions and Activity

The Company uses Black-Scholes to recognize the value of stock-based compensation expense for all share-based payment awards. Determining the appropriate fair-value model and calculating the fair value of stock-based awards at the grant date requires considerable judgment, including estimating stock price volatility, risk free interest rate, expected option life and forfeiture rates. The Company develops estimates based on historical data and market information, which can change significantly over time. The Company used the following assumptions for stock options granted during the six months ended September 30, 2012 and 2011:

	<u>For the Six Months Ended September 30, 2012</u> (unaudited)	<u>For the Six Months Ended September 30, 2011</u> (unaudited)
Stock options and warrants:		
Expected term (in years)	5.00 to 10.00	5.91 to 7.44
Expected volatility	124% to 166%	164% to 173%
Risk free interest rate	0.63% to 2.22%	1.15% to 2.87%
Expected dividend	N/A	N/A

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A summary of employee and director options and warrant activity for the six month period ended September 30, 2012 is presented below:

	<u>Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Term (Yrs)</u>	<u>Aggregate Intrinsic Value</u>
Outstanding at March 31, 2012	1,667,988	\$ 2.48		
Granted	1,564,794	0.42		
Exercised	—	—		
Forfeited	(281,250)	0.80		
Outstanding at September 30, 2012	<u>2,951,532</u>	<u>\$ 1.55</u>	<u>8.05</u>	<u>\$ —</u>
Exercisable at September 30, 2012	<u>1,771,291</u>	<u>\$ 2.24</u>	<u>7.00</u>	<u>\$ —</u>

For the six months ended September 30, 2012 and 2011, the following represents the Company's weighted average fair value of options granted:

<u>Period Ended:</u>	<u>Granted</u>	<u>Weighted Average Fair Value of Options</u>
September 30, 2012	1,564,794	\$ 0.39
September 30, 2011	435,000	\$ 1.25

There were options to purchase 950,000 and 1,564,794 shares of common stock granted to employees and directors during the three and six months ended September 30, 2012, respectively. There were 35,000 and 435,000 stock options granted to employees and directors during the three and six months ended September 30, 2011, respectively. In connection with the options granted and the vesting of prior options and warrants issued, during the three and six months ended September 30, 2012 and 2011, the Company recorded total charges of \$167,910 and \$231,839 and \$114,787 and \$217,115, respectively, which have been included in selling, general and administrative expenses in the accompanying unaudited condensed consolidated statements of operations. The Company issues new shares from its authorized shares upon exercise of warrants or options.

As of September 30, 2012, there was \$478,172 of total unrecognized compensation cost related to non-vested stock options which is expected to be recognized over a remaining weighted average vesting period of 3.21 years.

There were no exercises of options during the six months ended September 30, 2012 and 2011.

Note 9. Subsequent Events

On November 5, 2012, we reported that our board of directors had appointed Jerrell W. Shelton to serve as our President and Chief Executive Officer, effective as of November 5, 2012. Mr. Shelton was recently elected as a member of the Board of Directors on October 22, 2012. In connection with Mr. Shelton's appointment as our President and Chief Executive Officer, we entered into an employment agreement with Mr. Shelton, which the parties executed on November 5, 2012.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

In this Form 10-Q the terms "Cryoport", "Company" and similar terms refer to CryoPort, Inc., and its wholly owned subsidiary CryoPort Systems, Inc.

SAFE HARBOR FOR FORWARD LOOKING STATEMENTS:

This Quarterly Report on Form 10-Q contains forward-looking statements that have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995 and concern matters that involve risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. In some cases, you can identify these statements by terminology such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" or similar words are intended to identify forward-looking statements, although not all forward-looking statements contain these words. Although we believe that our opinions and expectations reflected in the forward-looking statements are reasonable as of the date of this Quarterly Report, we cannot guarantee future results, levels of activity, performance or achievements, and our actual results may differ substantially from the views and expectations set forth in this Quarterly Report. You should be aware that these statements are projections or estimates as to future events and are subject to a number of factors that may tend to influence the accuracy of the statements. These forward-looking statements should not be regarded as a representation by the Company or any other person that the events or plans of the Company will be achieved. You should not unduly rely on these forward-looking statements, which speak only as of the date of this Quarterly Report. We undertake no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this Quarterly Report or to reflect the occurrence of unanticipated events. You should, however, review the factors and risks we describe in the reports we file from time to time with the Securities and Exchange Commission ("SEC", including those contained in our Annual Report on Form 10-K for the fiscal year ended March 31, 2012, as filed with the SEC on June 27, 2012 and those reports filed) after the date of this Quarterly Report. Actual results may differ materially from any forward looking statement.

The following management discussion and analysis of the Company's financial condition and results of operations ("MD&A") should be read in conjunction with the condensed consolidated balance sheet as of September 30, 2012 (unaudited) and the consolidated balance sheet as of March 31, 2012 (audited) and the related unaudited condensed consolidated statements of operations for the three and six months ended September 30, 2012 and 2011, the unaudited condensed consolidated statements of cash flows for the six months ended September 30, 2012 and 2011 and the related notes thereto (see Item 1. Financial Statements) as well as the audited consolidated financial statements of the Company as of March 31, 2012 and 2011 and for the years then ended included in the Company's Annual Report on Form 10-K for the year ended March 31, 2012.

General Overview

The Company provides comprehensive solutions for frozen cold chain logistics, primarily in the life science industries. Its solutions afford new and reliable alternatives to currently existing products and services utilized for bio-pharmaceuticals and biologics, including in-vitro fertilization, cell lines, vaccines, tissue and other commodities requiring a reliable frozen solution. Cryoport's solutions can contribute to both the efficiency and effectiveness of clinical trials.

The Cryoport Express® Solution is centered on a web-based logistics platform branded as the Cryoport™ (formerly referred to as the CryoPort Express® Portal). The Cryoport manages customer ordering, tracking, customs documentation, and communication through a single interface as well as enabling the monitoring of the shipment's location and integrity throughout the entire shipping process. In addition, the Cryoport provides an array of information dashboards and validation documentation for every shipment.

Integral to this solution are also the Cryoport Liquid Nitrogen Dry Vapor Shippers (Cryoport Express® Shippers) which are cost-effective and reusable cryogenic transport containers utilizing innovative liquid nitrogen (LN2) based technology. Cryoport Express Shippers are non-hazardous, IATA (International Air Transport Association) certified, and are validated to maintain stable temperatures below minus 150° Celsius for a 10-plus day dynamic shipment period. The Company currently features two Cryoport Express Shipper models, the Standard Dry Shipper (holding up to approximately 75-2.0 ml vials) and the High Volume Dry Shipper (holding up to approximately 500-2.0 ml vials).

The Cryoport Express® Solution provides a fully documented "chain-of-custody" and "chain-of-condition" for every shipment, helping ensure that quality, safety, efficacy, and stability of shipped commodities are maintained. The Cryoport Express Solution can be used by customers, as a "turn-key" solution, through direct access to the cloud-based Cryoport, or by contacting Cryoport Client Care for order entry tasks. Cryoport provides 24/7/365 logistics services through its Client Care Team. Cryoport also provides complete training and process management services to support each customer's requirements.

The Cryoport Express® Solution has been the Company's principal focus for development and commercialization. In addition, during the first half of fiscal year 2013, the Company expanded its service offering to address specific market needs in the life science industry. The primary Cryoport service offerings are now as follows:

- **Cryoport Express® Solution**
The fully outsourced turn-key logistics solution described above.
- **Customer-Staged Solution**
Cryoport ships multiple Cryoport Express Shippers to the Customer (uncharged and in bulk) enabling the Customer to charge the shippers at their facility, process its orders through the Cryoport and then return the shippers to Cryoport after each shipment for cleaning, testing and refurbishing. Cryoport provides the 24/7/365 logistics services utilizing its Cryoport logistics platform.
- **Customer-Managed Solution**
Cryoport ships a fully charged Cryoport Express Shipper(s) to the Customer enabling the customer to utilize their internal expertise and manage all or a portion of the logistics services. As with the above solutions, the shippers are returned to Cryoport for cleaning, testing and refurbishing within a pre-determined time period.
- **Customer Integrated Logistics**
The Cryoport Logistics Team provides the full capability of the Cryoport to provide complete logistics services while enabling the customer to utilize their own packaging solutions.
- **Distribution Partnerships**
Partnership arrangements with freight forwarder, integrators, and other logistics providers to be a part of their solution.

On January 24, 2011, the Company announced that, in conjunction with the Company, FedEx had launched its deep frozen shipping solution using our CryoPort Express® Dry Shipper. From March through September 2012, the Company worked closely with FedEx to further align its sales efforts and accelerate penetration within FedEx's healthcare customer base through improved processes, sales incentives, joint customer calls and more frequent communication at the sales and executive level. In addition, the Company has developed a FedEx branded portal, powered by the Cryoport, which will be used by FedEx and its customers giving them access to the full capabilities of our logistics management platform.

The Company continues its agreement with another global courier, DHL Express (USA), Inc. (“DHL”) that gives DHL life science customers direct access to the Company’s web-based order entry and tracking portal to order the CryoPort Express® Dry Shipper and receive preferred DHL shipping rates. The agreement covers DHL shipping discounts that may be used to support the Company’s customers using the CryoPort Express® shipping solution. In connection with the agreement, the Company has integrated its proprietary web portal to DHL’s tracking and billing systems to provide DHL life science customers with a seamless way of shipping their critical biological material worldwide.

We offer our solution to companies in the life science industries and are targeting specific verticals including biotech and diagnostic companies, pharmaceutical companies, central laboratories, contract research organizations and research institutions. These companies operate within a heavily regulated environment and as such, changing vendors and distribution practices typically require a number of steps which may include the audit of our facilities, review of our procedures, qualifying us as a vendor, and performing test shipments. This process can take six to eighteen months or longer to complete prior to a potential customer adopting the Cryoport Express® shipping solution.

We have incurred losses since inception in 2003 and have an accumulated deficit of \$63,027,526 through September 30, 2012.

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Results of Operations

Three months ended September 30, 2012 compared to three months ended September 30, 2011:

Net revenues. Net revenues were \$233,597 for the three months ended September 30, 2012, as compared to \$110,713 for the three months ended September 30, 2011. The \$122,884 or 111% increase is primarily driven by an increase in the number of customers utilizing our services compared to the same period in the prior year.

Gross loss and cost of revenues. Gross loss for the three months ended September 30, 2012 was 47% of net revenues, or \$110,843 as compared to 228% of net revenues, or \$252,837, for the three months ended September 30, 2011. The decrease in gross loss in absolute dollars is primarily due to increase in net revenues. Cost of revenues for the three months ended September 30, 2012 was 147% of net revenues, or \$344,440, as compared to 328% of net revenues, or \$363,550, for the three months ended September 30, 2011. The cost of revenues exceeded net revenues due to fixed manufacturing costs and plant underutilization.

Selling, general and administrative expenses. Selling, general and administrative expenses were \$1,341,333 for the three months ended September 30, 2012, as compared to \$1,564,456 for the three months ended September 30, 2011. The \$223,123 decrease reflects the decrease in headcount, in particular a temporary decrease in the sales in marketing department due to the replacement of certain sales representatives, and the resignation of our Chief Executive Officer in April 2012.

Research and development expenses. Research and development expenses were \$101,656 for the three months ended September 30, 2012, as compared to \$124,705 for the three months ended September 30, 2011. Our research and development efforts are focused on continually improving the features of the Cryoport Express® System including the web-based customer service portal and the Cryoport Express® Dry Shippers.

Interest expense. Interest expense was \$11,759 for the three months ended September 30, 2012, as compared to \$107,757 for the three months ended September 30, 2011. Interest expense for the three months ended September 30, 2012 included accrued interest on our related party notes payable of approximately \$11,000. Interest expense for the three months ended September 30, 2011 included accrued interest on our related party notes payable of approximately \$12,000, amortization of the debt discount of approximately \$58,000 and interest expense on our convertible debentures of approximately \$37,000.

Interest income. Interest income was \$0 for the three month period ended September 30, 2012 as compared to \$4,960 for the three month period ended September 30, 2011. The decrease in interest income is primarily due to decrease in average cash balance of interest bearing accounts during the current quarter.

Change in fair value of derivative liabilities. The gain on the change in fair value of derivative liabilities was \$14,489 for the three months ended September 30, 2012, compared to a gain of \$14,685 for the three months ended September 30, 2011. The gain for the three months ended September 30, 2012 was the result of a decrease in the value of our warrant derivatives, due primarily to a decrease in our stock price.

Net loss. As a result of the factors described above, net loss for the three months ended September 30, 2012 decreased by \$477,408 to \$1,552,702 or \$0.04 per share compared to a net loss of \$2,030,110 or \$0.07 per share for the three months ended September 30, 2011.

Six months ended September 30, 2012 compared to six months ended September 30, 2011:

Net revenues. Net revenues were \$424,896 for the six months ended September 30, 2012, as compared to \$234,464 for the six months ended September 30, 2011. The \$190,432 or 81% increase is primarily driven by an increase in the number of customers utilizing our services compared to the same period in the prior year.

Gross loss and cost of revenues. Gross loss for the six months ended September 30, 2012 was 64% of net revenues, or \$273,162 as compared to 206% of net revenues, or \$483,366, for the six months ended September 30, 2011. The decrease in gross loss in absolute dollars is primarily due to increase in net revenues. Cost of revenues for the six months ended September 30, 2012 was 164% of net revenues, or \$698,058, as compared to 306% of net revenues, or \$717,830, for the six months ended September 30, 2011. The cost of revenues exceeded net revenues due to fixed manufacturing costs and plant underutilization.

Selling, general and administrative expenses. Selling, general and administrative expenses were \$2,610,607 for the six months ended September 30, 2012, as compared to \$3,192,778 for the six months ended September 30, 2011. The \$582,171 decrease reflects the decrease in headcount, in particular a temporary decrease in the sales in marketing department due to the replacement of certain sales representatives, and resignation of our Chief Executive Officer in April 2012. Offsetting this decrease is a severance payment of approximately \$180,000 paid to the former Chief Executive Officer in April 2012.

Research and development expenses. Research and development expenses were \$210,607 for the six months ended September 30, 2012, as compared to \$225,935 for the six months ended September 30, 2011. Our research and development efforts are focused on continually improving the features of the Cryoport Express® System including the web-based customer service portal and the Cryoport Express® Dry Shippers.

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Interest expense. Interest expense was \$36,359 for the six months ended September 30, 2012, as compared to \$241,068 for the six months ended September 30, 2011. Interest expense for the six months ended September 30, 2012 included accrued interest on our related party notes payable of approximately \$22,000, amortization of the debt discount of approximately \$9,000 and interest expense on our convertible debentures of approximately \$3,000. Interest expense for the six months ended September 30, 2011 included accrued interest on our related party notes payable of approximately \$25,000, amortization of the debt discount of approximately \$128,000 and interest expense on our convertible debentures of approximately \$85,000.

Interest income. Interest income was \$0 for the six month period ended September 30, 2012 as compared to \$11,815 for the six month period ended September 30, 2011. The decrease in interest income is primarily due to decrease in average cash balance of interest bearing accounts during the current quarter.

Change in fair value of derivative liabilities. The gain on the change in fair value of derivative liabilities was \$33,824 for the six months ended September 30, 2012, compared to a gain of \$48,968 for the six months ended September 30, 2011. The gain for the six months ended September 30, 2012 was the result of a decrease in the value of our warrant derivatives, due primarily to a decrease in our stock price.

Net loss. As a result of the factors described above, net loss for the six months ended September 30, 2012 decreased by \$985,253 to \$3,098,511 or \$0.08 per share compared to a net loss of \$4,083,964 or \$0.15 per share for the six months ended September 30, 2011.

Liquidity and Capital Resources

As of September 30, 2012, the Company had cash and cash equivalents of \$1,669,634 and working capital of \$1,221,464. As of March 31, 2012, the Company had cash and cash equivalents of \$4,617,535 and working capital of \$4,024,120. Historically, we have financed our operations primarily through sales of our debt and equity securities. From March 2005 through September 30, 2012, we have received net proceeds of approximately \$32.8 million from sales of our common stock and the issuance of promissory notes, warrants and debt.

For the six months ended September 30, 2012, we used \$2,655,869 of cash for operations primarily as a result of the net loss of \$3,098,511 including non-cash expenses of \$447,358 mainly from the fair value of stock options and warrants, depreciation and change in fair value of derivative instruments. Net operating losses decreased as a result of a decrease in headcount. Offsetting the cash impact of our net operating loss (excluding non-cash items) was an increase in Accounts payable and accrued expenses of \$78,300 and a decrease in other current assets of \$27,340.

Net cash used in investing activities totaled \$46,779 during the six months ended September 30, 2012, and was attributable to the purchase of property and equipment.

Net cash used in financing activities totaled \$245,253 during the six months ended September 30, 2012, and resulted primarily from payment of financing costs of 122,453 and repayment of convertible debt of \$82,800.

As discussed in Note 1 of the accompanying unaudited condensed consolidated financial statements, there exists substantial doubt regarding the Company's ability to continue as a going concern. The Company completed a private placement in March of 2012. The funds raised are being used for working capital purposes and to continue our sales efforts to advance the Company's commercialization of the Cryoport Express® Solution. Management has estimated that cash on hand as of September 30, 2012 and forecasted sales will be sufficient to allow the Company to continue its operations into the fourth quarter of fiscal year 2013. However, the Company's management recognizes that the Company will need to obtain additional capital to fund its operations thereafter and until sustained profitable operations are achieved. Management is currently exploring such funding alternatives in order to secure sufficient operating capital. In addition, management will continue to review its operations for further cost reductions to extend the cash runway and utilize third parties for services such as its international recycling and refurbishment centers to provide for greater flexibility in aligning operational expenses with the sales ramp.

Additional funding plans may include obtaining additional capital through equity and/or debt funding sources; however, no assurance can be given that additional capital, if needed, will be available when required or upon terms acceptable to the Company.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Changes in United States interest rates would affect the interest earned on our cash and cash equivalents.

A primary objective of our investment activities is to preserve principal while at the same time maximizing the income we receive from our investments without significantly increasing risk. Based on our overall cash and cash equivalents interest rate exposure at as of September 30, 2012, a near-term change in interest rates, based on historical movements, would not have a material adverse effect on our financial position or results of operations.

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The above only incorporates those exposures that existed as of September 30, 2012, and does not consider those exposures or positions which could arise after that date. If we diversify our investment portfolio into securities and other investment alternatives, we may face increased risk and exposures as a result of interest risk and the securities markets in general.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the timelines specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Securities and Exchange Commission Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including our Principal Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Principal Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2012 at the reasonable assurance level.

Changes in internal control over financial reporting.

There were no changes in our internal controls over financial reporting during the fiscal quarter ended September 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 2. Unregistered Sales of Equity Securities

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None

Item 6. Exhibits

<u>Exhibit Index</u>	
3.1	Amended and Restated Articles of Incorporation, as amended, of the Company.*
3.2	Amended and Restated Bylaws of the Company. Incorporated by reference to Exhibit 3.2 of Cryoport's Current Report on Form 8-K dated October 23, 2012.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document.*
101.SCH**	XBRL Taxonomy Extension Schema Document.*
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document.*
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.*
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document.*
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document.*
101.DEF**	XBRL Taxonomy Extension Definition Linkbase.*

* Filed herewith

** Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CryoPort, Inc.

Dated: November 9, 2012

By: /s/ Jerrell W. Shelton
Jerrell W. Shelton
Chief Executive Officer

Dated: November 9, 2012

By: /s/ Robert S. Stefanovich
Robert S. Stefanovich, Chief Financial Officer
(signed as both an officer duly authorized to sign on behalf of the Registrant and
Principal Financial Officer and Chief Accounting Officer)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CRYOPORT, INC.**

Peter Berry and Gary Curtis Cannon certify that:

They are the CEO/President and Secretary, respectively, of CryoPort, Inc. as filed and recorded with the Secretary of State, State of Nevada on May 25, 1990, State of Nevada File Number C4643-1990.

Pursuant to Nevada Revised Statute NRS 78.403 which allows for amended and restated Articles of Incorporation in a single document, the Articles of Incorporation are amended and restated to read as follows:

I.

CORPORATE NAME

The name of this Corporation shall be CRYOPORT, INC.

II.

RESIDENT AGENT & REGISTERED OFFICE

The name of the registered Resident Agent in the State of Nevada shall be: CSC Services of Nevada, Inc., and the registered or statutory address of this Corporation in the State of Nevada shall be CSC Services of Nevada, Inc., 502 East John Street, Carson City, Nevada 89706. The Corporation may maintain an office in such other place within or without the State of Nevada as may be designated by the Board of Directors, or by the By-Laws of said Corporation.

III.

PURPOSE OF THE CORPORATION

The purpose of this Corporation is to engage in any lawful act or activity associated with for which a corporation may be organized under Nevada law other than the banking business, trust company business or the practice of any profession otherwise regulated under Nevada law. This Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Shareholders, outside the State of Nevada as well as within the State of Nevada.

IV.

CORPORATE POWERS

The powers of the Corporation shall include, but not be limited to the following:

- (a) The power to exercise such rights, privileges and powers as may be conferred upon Corporations by any existing law when not inconsistent with the purposes and objects for which this Corporation is organized;
- (b) The power to have succession by its corporate name for the period limited in its Articles of Incorporation, and when no period is limited, then perpetually or until dissolved and its affairs wound up according to Nevada law;
- (c) The power to undertake legal actions including the power to litigate, submit to mediation or arbitration under the jurisdiction of any court of law or equity;
- (d) The power to make contracts;
- (e) The power to hold, purchase and convey real and personal property and to mortgage or lease any such real or personal property. Such power to hold real and personal property shall include the power to take the same by devise or bequest in the State of Nevada or in any other state, territory or country;
- (f) The power to appoint such officers and agents, as the affairs of the Corporation shall require, and to allow them suitable compensation;
- (g) The power to make By-Laws not inconsistent with the constitution or laws of the United States of America, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its Stockholders;
- (h) The power to wind up and dissolve itself or to be wound up and dissolved;
- (i) The power to adopt and use a common seal or stamp, and alter the same at its pleasure. The use of a seal or stamp on any corporate documents is not necessary. The Corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document;
- (j) The power to borrow funds and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges, franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased, or acquired, or for any other lawful object;

(k) The power of guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Nevada, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any;

(l) The power to purchase, hold, sell and transfer shares of its own capital stock, and use therefore its capital, capital surplus, surplus or other property of fund(s);

(m) The power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the several states, territories, possessions and dependencies of the United States of America, the District of Columbia, and any foreign countries;

(n) The power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any Amendments thereof, or necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects and purposes of the Corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation of the Corporation or any Amendments thereof;

(o) The power to make donations for the public welfare or for charitable, scientific or educational purposes;

(p) The power to enter into Partnerships, (general or limited) or Joint Ventures, in connection with lawful activities.

V.

AUTHORIZED NUMBER OF SHARES

The total number of voting common stock authorized that may be issued by the Corporation is One and Twenty-Five Million (125,000,000) Shares of common stock with par value of \$.001, and no other class of stock shall be authorized. Said shares may be issued by the Corporation from time to time for such considerations as may be fixed by the Board of Directors.

VI.

BOARD OF DIRECTORS

The governing Board of this Corporation shall be known as Directors, and the number of Directors may from time-to-time be increased or decreased in such manner as shall be provided by the By-Laws of the Corporation, providing that the number of Directors shall not be reduced to fewer than one (1) or more than nine (9).

The names and addresses of the Board of Directors shall be five (5) in number as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Peter Berry	20382 Barents Sea Circle Lake Forest, CA 92630
Gary Curtis Cannon	11479 Tree Hollow Lane San Diego, CA 92128
Adam Michelin	11726 San Vicente Blvd., Suite 300 Los Angeles, CA 90049
Thomas Fischer	22196 Eagles Nest Court Murrieta, CA 92562
Stephen Scott	9355 Vervain Street San Diego, CA 92129

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of this Corporation is expressly authorized:

(a) To make, alter, or amend the By-Laws of the Corporation;

(b) To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation;

(c) To designate one (1) or more Committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in a Resolution passed by a majority of the whole Board, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name or names as may be stated in the By-Laws of the Corporation or as may be determined from time-to-time by Resolution adopted by the Board of Directors;

VII.

HOLD HARMLESS CLAUSE

No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this provision by the Stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

VIII.

ASSESSMENTS

The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the Corporation.

IX.

AMENDMENTS

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

X.

DIRECTOR-INCORPORATOR

The name and postal address of the Incorporators signing the Amended and Restated Articles of Incorporation are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Peter Berry	20382 Barents Sea Circle Lake Forest, CA 92630
Gary Curtis Cannon	11479 Tree Hollow Lane San Diego, CA 92128

XI.

VOTE OF STOCKHOLDERS

The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of voting power, or such greater proportion of the voting power as may be require in the case of a vote by classes or series, or as may be required by the provisions of the Articles of Incorporation have voted in favor of the Amended and Restated Articles of Incorporation is:

XII.

EXECUTION OF THE ARTICLES

We, the undersigned, being the Director-Incorporators herein named for the purpose of forming this Corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand this 20th day of September, 2007.

/s/ Peter Berry

PETER BERRY

/s/ Gary C. Cannon

Gary Curtis Cannon



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 884 5708
 Website: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20090771311-91
	Filing Date and Time 11/02/2009 3:00 PM
	Entity Number C4643-1990

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation

CryoPort, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article V of the Corporation's Amended and Restated Articles of Incorporation is hereby amended to read as follows:

"V.

AUTHORIZED NUMBER OF SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall consist of Two Hundred Fifty Million (250,000,000) shares of common stock, par value \$0.001 per share."

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 28,069,235

4. Effective date of filing: (optional)

10/29/09

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

5. Signature: (required)

/s/ Larry G. Stambaugh

Signature of Officer


* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4620
 (775) 684 5708
 Website: www.nvsos.gov



090201

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100069830-19
	Filing Date and Time 02/03/2010 12:50 PM
	Entity Number C4643-1990

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Cryoport, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

The Corporation's Amended and Restated Articles of Incorporation (the "Articles") shall be amended by inserting under new Article V. B. the following:

V.B.

The total number of shares of capital stock which the Corporation shall have authority to issue shall be as provided in Article V.A. above. Effective upon the filing of this Certificate of Amendment with the Secretary of State the State of Nevada (the "Effective Time"), every ten (10) issued and outstanding shares of common stock of the Corporation will without any further action be combined into and automatically become one (1) issued and outstanding share of common stock of the Corporation (the "Reverse Split"). All shares of common stock held by a stockholder that are so split will be aggregated subsequent to the Reverse Split. No scrip or fractional shares will be issued in connection with the Reverse Split and any fractional interest will be purchased by the Corporation for cash. Further, every right, option and warrant to acquire ten (10) shares of common stock of the Corporation outstanding immediately prior to the Effective Time will as of the Effective Time and without any further action automatically be converted into the right to acquire one (1) share of common stock of the Corporation upon the terms of such right, option or warrant (except that the exercise or purchase price of such right, option or warrant shall be proportionately increased).

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 59.97%.

4. Effective date of filing: (optional)

February 5, 2010 – 12:01 a.m.
 (must not be later than 90 days after the certificate is filed)

5. Signature: (required)

/s/ Larry G. Stambaugh
 Signature of Officer

* if any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

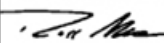


ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



090201

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20110691019-90 Filing Date and Time 09/23/2011 4:32 PM Entity Number C4643-1990
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

CryoPort, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

The Corporation's Amended and Restated Articles of Incorporation (the "Articles") shall be amended by replacing Article V. in its entirety with Article V.A. and inserting under Article V.A. the following:

V.A.

The Corporation is authorized to issue two classes of stock. One class of stock shall be common stock, par value \$0.001. The total number of common stock authorized that may be issued by the Corporation is Two Hundred Fifty Million (250,000,000). The second class of stock shall be preferred stock, par value \$0.001. The total number of preferred stock authorized that may be issued by the Corporation is Two Million Five Hundred Thousand (2,500,000). The preferred stock, or any series thereof, shall have such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as shall be expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors and may be made dependent upon facts ascertainable outside such resolution or resolutions of the Board of Directors, provided that the matter in which such facts shall operate upon such designations, preferences, rights and qualifications; limitations or restrictions of such class or series of stock is clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock by the Board of Directors.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 56.3%

4. Effective date of filing: (optional)

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

5. Signature: (required)

/s/ Larry G. Stambaugh

Signature of Officer

* if any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**CERTIFICATION
CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jerrell W. Shelton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CryoPort, Inc.
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: November 9, 2012

/s/ Jerrell W. Shelton
JERRELL W. SHELTON
Chief Executive Officer

**CERTIFICATION
CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert S. Stefanovich, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CryoPort, Inc.
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: November 9, 2012

/s/ Robert S. Stefanovich
ROBERT S. STEFANOVICH
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of the CryoPort, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jerrell W. Shelton, President and Chief Executive Officer, of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Quarterly Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jerrell W. Shelton
JERRELL W. SHELTON
President and Chief Executive Officer
November 9, 2012

In connection with the Quarterly Report of the CryoPort, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert S. Stefanovich, Principal Executive Officer and Chief Financial Officer, of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Quarterly Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert S. Stefanovich
ROBERT S. STEFANOVICH
Chief Financial Officer
November 9, 2012

A signed original of this written statement required by Section 906 has been provided to CryoPort, Inc. and will be retained by CryoPort, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This Certification is being furnished pursuant to Rule 15(d) and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. This Certification shall not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.