

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>STAMBAUGH LARRY G</u> (Last) (First) (Middle) <u>20382 BARENTS SEA CIRCLE</u> (Street) <u>LAKE FOREST CA 92630</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cryoport, Inc. [CYRX.OB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/17/2010</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to Purchase Common Stock ⁽⁴⁾	\$0.66	09/15/2010		A		420,000		(1)	09/15/2020	Common Stock	420,000	\$0	537,000 ⁽³⁾	D	
Option to Purchase Common Stock ⁽⁵⁾	\$0.66	09/15/2010		A		362,232		(2)	05/18/2018	Common Stock	362,232	\$0	899,232 ⁽³⁾	D	

Explanation of Responses:

- 1/4 of the options vest on 9/15/2010; 1/4 of the options vest on 9/15/2011; 1/4 of the options vest on 9/15/2012; 1/4 of the options vest on 9/15/2013.
- Pursuant to his employment agreement, Mr. Stambaugh earned a cash bonus in the amount of \$216,000 for the fiscal year ended March 31, 2010. Mr. Stambaugh has agreed, in order to preserve the Company's cash resources, to accept the above option grant in lieu of the cash bonus. These options vested in full on the date of grant.
- Includes a warrant to purchase 50,000 shares of common stock.
- This line has been amended solely to correct the expiration date and to add footnote 3.
- This line has been amended solely to correct the number of derivative securities acquired, the expiration date, the amount or number of shares underlying the derivative securities, and the number of derivative securities beneficially owned following the reported transaction and to add footnote 3.

Larry G. Stambaugh 10/05/2010

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.