

Cryoport, Inc.  
Form S-8  
October 22, 2012

As filed with the Securities and Exchange Commission on October 22, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**CryoPort, Inc.**

(Exact name of registrant as specified in its charter)

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

**88-0313393**  
(IRS Employer  
Identification No.)

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20382 Barents Sea Circle

Lake Forest, California  
(Address of principal executive offices)

92630  
(Zip Code)

2011 Stock Incentive Plan ( 2011 Plan )

(Full title of the plan)

Robert S. Stefanovich

Chief Financial Officer

20382 Barents Sea Circle

Lake Forest, California 92630

(949) 470-2300

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be	Amount to be	Proposed	Proposed	Amount of registration fee
		maximum	maximum	
Registered	registered (1)	per share	offering price	
Common Stock, \$0.001 par value per share	3,000,000 shares(2)	\$0.19(3)	\$570,000	\$77.75

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- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act ), there are also being registered additional shares of common stock that may become available for purchase in accordance with the provisions of the 2011 Plan to prevent dilution in the event of any future change in the outstanding shares of common stock as a result of a recapitalization, stock dividends, stock splits or similar adjustments.
- (2) Represents shares of common stock reserved for issuance upon the exercise of stock options and grant of stock awards that may be granted under the 2011 Plan.
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based solely upon the last sales price of the Company's common stock as reported on the OTCQB on October 18, 2012.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by CryoPort, Inc. (the Company ), relating to 3,000,000 shares of its common stock, par value \$0.001 per Share (the Common Stock ), issuable to eligible employees and directors of the Company under the CryoPort, Inc. 2011 Stock Incentive Plan, which is in addition to the 2,300,000 shares of Common Stock registered on the Company s Form S-8 filed on October 4, 2011 (Commission File No. 333-177168) (the Prior Registration Statement ).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

See Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of California, on October 22, 2012.

CRYOPORT, INC.

By: /s/ Robert S. Stefanovich  
Robert S. Stefanovich  
Chief Financial Officer (Principal Financial and  
Accounting Officer) and Principal Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, Robert S. Stefanovich, and each of them, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and any and all Registration Statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, in connection with or related to the Offering contemplated by this Registration Statement and its amendments, if any, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to any and all amendments to said Registration Statement.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<i>/s/ Stephen E. Wasserman</i>	Director	October 22, 2012
Stephen E. Wasserman		
<i>/s/ Jerrell W. Shelton</i>	Director	October 22, 2012
Jerrell W. Shelton		
<i>/s/ Adam M. Michelin</i>	Director	October 22, 2012
Adam M. Michelin		
<i>/s/ Karen M. Muller</i>	Director	October 22, 2012
Karen M. Muller		

**EXHIBIT INDEX**

Exhibit Number	Exhibit
4.1	2011 Stock Incentive Plan (as amended and restated on September 13, 2012) (Incorporated by reference to Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on July 30, 2012).
4.2	Form of Stock Option Award Agreement (Incorporated by reference to Exhibit 10.37 to Registrant's Current Report on Form 8-K filed with the SEC on September 27, 2011).
4.3	Form of Non-Qualified Stock Option Award Agreement (Incorporated by reference to Exhibit 10.38 to Registrant's Current Report on Form 8-K filed with the SEC on September 27, 2011).
5.1	Opinion of Counsel *
23.1	Consent of Independent Registered Public Accounting Firm *
23.2	Consent of Counsel (included in Exhibit 5.1)
24.1	Power of Attorney (on signature page) *

\* Filed herewith.