Cryoport, Inc.
Form S-1/A
January 14, 2010

As filed with the Securities and Exchange Commission on January 14 , 2010

Registration Number 333-162350

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
FORM S-1/A
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CRYOPORT, INC.
(Exact Name of Registrant as Specified in its Charter)

Nevada	3086	88-0313393
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

20382 Barents Sea Circle
Lake Forest, California 92630
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Principal Executive Offices)

Larry G. Stambaugh
Chief Executive Officer
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(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to

Rule 415 under the Securities Act of 1933, as amended, check the following box. ý

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. o

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 definition of “accelerated filer”, “large accelerated filer”, “non-accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To Be Registered	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(1)
Units, each consisting of one share of common stock, $0.001 par value, and one warrant(2)	3,593,750	$ 17,250,000	$ 1,229.93
Shares of common stock included as part of the units(2)	3,593,750	--	--(3)
Warrants included as part of the units(2)	3,593,750	--	--(3)
Shares of common stock underlying the warrants included in the units(2)(4)	3,593,750	$ 18,975,000	$ 1,352.92
Total		$ 36,225,000	$ 2,582.85(5)

Unless otherwise indicated, all share amounts and prices assume the consummation of a reverse stock split, at a ratio of 12-to-1, to be effected prior to the effectiveness of the registration statement, with the exact timing of the reverse stock split to be determined by the registrant's Board of Directors.

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.
(2) Includes 468,750 units that the representative of the underwriters has the option to purchase to cover over-allotments, if any.
(3) No fee required pursuant to Rule 457(g) under the Securities Act.
(4) Pursuant to Rule 416, the registrant is also registering an indeterminate number of additional shares of common stock that are issuable by reason of the anti-dilution provisions of the warrants.
(5) Previously paid.

The registrant hereby amends this registration statement on such date or date(s) as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the registration statement shall become effective on such date as the commission acting pursuant to said Section 8(a) may determine.

The information in this prospectus is not complete and may be changed. The securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS Subject to Completion January 14 , 2010

3,125,000 Units

CRYOPORT, INC.

Common Stock and Warrants

This is a firm commitment public offering of 3,125,000 units, consisting of an aggregate of 3,125,000 shares of our common stock and warrants to purchase an additional 3,125,000 shares of our common stock. Each unit consists of one share of common stock and a warrant to purchase one share of common stock at an exercise price of 110% of the public offering price of the units in this offering. The common stock and warrants are immediately separable and will be issued separately.

Our common stock is currently traded on the OTC Bulletin Board under the symbol CYRX. Prior to the effectiveness of the registration statement of which this prospectus is a part, we will effect a reverse stock split anticipated to be on a 12-to-1 basis. On December 30, 2009, the last reported sale price for our common stock was $4.80 per share (giving effect to the anticipated 12-to-1 reverse split). We have applied for listing of our common stock and warrants on the NASDAQ Capital Market under the symbols “CYPT” and “CYPTW,” respectively. No assurance can be given that our application will be approved. If the application is not approved, we will not complete this offering and the shares of our common stock will continue to be traded on the OTC Bulletin Board.

Investing in our common stock and warrants involves a high degree of risk. Please read “Risk Factors” beginning on page 9.

Neither the Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved these securities or determined whether this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per unit	Total
Public offering price	$	$
Underwriting discounts and commissions (1)	$	$
Proceeds, before expenses, to us (2)	$	$

(1) Does not include a non-accountable expense allowance equal to 1% of the gross proceeds of this offering payable to Rodman & Renshaw, LLC, the underwriters’ representative. Non-accountable expenses are estimated to be $150,000.

(2) We estimate that the total expenses of this offering will be approximately $350,000, consisting of $150,000 for the underwriter’s non-accountable expense allowance (equal to 1% of the gross proceeds) and $200,000 for legal, accounting, printing costs and various fees associated with the registration and listing of our shares of common

stock and warrants.

We have granted a 45-day option to the representative of the underwriters to purchase 468,750 units to be offered by us solely to cover over-allotments, if any. If the underwriters exercise their right to purchase additional units to cover over-allotments, we estimate that we will receive gross proceeds of $2,250,000 from the sale of 468,750 units being offered at an assumed public offering price of $4.80 per unit and net proceeds of $2,047,500 after deducting $202,500 for underwriting discounts and commissions. The units issuable upon exercise of the underwriter option are identical to those offered by this prospectus and have been registered under the registration statement of which this prospectus forms a part.

In connection with this offering, we have also agreed to sell to Rodman & Renshaw, LLC, the underwriters' representative, a warrant to purchase up to 5% (or 156,250) of the shares of common stock sold (excluding the over-allotment) for $100. If the underwriters' representative exercises this warrant, each share of common stock may be purchased at $6.00 per share (125% of the price of the units sold in this offering), commencing on a date which is one year from the effective date of the registration statement and expiring five years from the effective date of the registration statement. The warrant may be exercised on a cashless basis.

The underwriters expect to deliver our shares of common stock and warrants to purchasers in this offering on or about [*], 2010.

Rodman & Renshaw, LLC

The date of this prospectus is _____, 2010.

TABLE OF CONTENTS

You may only rely on the information contained in this prospectus or that we have referred you to. We have not authorized anyone to provide you with different information. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the common stock and warrants offered by this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any common stock or warrants in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus nor any sale made in connection with this prospectus shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus or that the information incorporated by reference to this prospectus is correct as of any time after its date.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus and does not contain all of the information you should consider before investing in our common stock and warrants. You should read this entire prospectus carefully, especially the risks of investing in our common stock and warrants discussed under "Risk Factors" beginning on page 9, and the consolidated financial statements and notes to those consolidated financial statements, before making an investment decision. CryoPort, Inc. is referred to throughout this prospectus as "CryoPort," "we" or "us."

Unless otherwise indicated, all common stock and prices in this prospectus assume the consummation of a reverse stock split, at an anticipated ratio of 12-to-1 to be effected prior to the effective date of the registration statement of which this prospectus is a part, with the exact timing of the reverse stock split and the ratio to be determined by our Board of Directors.

Overview

We are a provider of an innovative cold chain frozen shipping system dedicated to providing superior, affordable cryogenic shipping solutions that ensure the safety, status and temperature of high value, temperature sensitive materials. We have developed a line of cost effective reusable cryogenic transport containers (referred to as a "shipper") capable of transporting biological, environmental and other temperature sensitive materials at temperatures below 0° Celsius. These dry vapor shippers are one of the first significant alternatives to dry ice shipping and achieve 10-plus day holding times compared to one to two day holding times with dry ice (assuming no re-icing during transit).

Our value proposition comes from both providing safe transportation and an environmentally friendly, long lasting shipper, and through our value added services that offer a simple hassle-free solution for our customers. These value-added services include an internet-based web portal that enables the customer to initiate shipping service, track the progress and status of a shipment, and provides in-transit temperature monitoring of the shipper. CryoPort also provides a fully ready charged shipper containing all freight bills, customs documents, and regulatory paperwork for the entire journey of the shipper to our customers at their pick up location.

Our principal focus has been the further development and commercial launch of CryoPort Express® Portal, an innovative IT solution for shipping and tracking high-value specimens through overnight shipping companies, and our CryoPort Express® Shipper, a line of dry vapor cryogenic shippers for the transport of biological and pharmaceutical materials. A dry vapor cryogenic shipper is a container that uses liquid nitrogen in dry vapor form, which is suspended inside a vacuum insulated bottle as a refrigerant, to provide storage temperatures below minus 150° Celsius. The dry vapor shipper is designed using innovative, proprietary, and patented technology which prevents spillage of liquid nitrogen and pressure build up as the liquid nitrogen evaporates. A proprietary foam retention system is employed to ensure that liquid nitrogen stays inside the vacuum container, even when placed upside-down or on its side, as is often the case when in the custody of a shipping company. Biological specimens are stored in a specimen chamber, referred to as a "well," inside the container. Refrigeration is provided by harmless cold nitrogen gas evolving from the liquid nitrogen entrapped within the foam retention system surrounding the well. Biological specimens transported using our cryogenic shipper can include clinical samples, diagnostics, live cell pharmaceutical products (such as cancer vaccines, semen and embryos, infectious substances) and other items that require and/or are protected through continuous exposure to frozen or cryogenic temperatures (below minus 150° Celsius).

We recently entered into our first strategic relationship with a global courier on January 13, 2010 when we signed an agreement with Federal Express Corporation ("FedEx") pursuant to which we will lease to FedEx such number of our cryogenic shippers that FedEx shall, from time to time, order for its customers. Under this agreement, FedEx has the right to and shall, on a non-exclusive basis, promote, market and sell transportation of our shippers and our related

value-added goods and services, such as our data logger, web portal and planned CryoPort Express® Smart Pak System.

Market Opportunity

As a result of growing globalization, including with respect to such areas as life science clinical trials and distribution of pharmaceutical products, the requirement for effective solutions for keeping certain clinical samples and pharmaceutical products at frozen temperatures takes on added significance due to extended shipping times, customs delays and logistics challenges. Today, such goods are traditionally shipped in cardboard insulated containers packed with dry ice, gel/freezer packs or a combination thereof. The current dry ice solutions have limitations that severely limit their effective and efficient use for both short and long-distances (e.g., international). Conventional dry ice shipments often require labor intensive “re-icing” operations resulting in higher labor and shipping costs.

We believe that our patented cryogenic shippers make us well positioned to take advantage of the growing demand for effective and efficient international transport of temperature sensitive materials resulting from continued globalization. Of particular significance is the trend within the pharmaceutical and biotechnology industries toward globalization. We believe this presents a new and unique opportunity for pharmaceutical companies, particularly early or developmental stage companies, to conduct some of their clinical trials in foreign countries where the cost may be cheaper and/or because the foreign countries significantly larger population provides a larger pool of potential patients suffering from the indication that the drug candidate is being developed to treat. We also plan to provide domestic shipping solutions in situations and regions where there is a high priority placed on maintaining the integrity of materials shipped at cryogenic temperatures and where we can be cost effective.

Competitive Strengths

We believe that our cryogenic shipping systems provide us with the following competitive strengths:

Maintaining the Integrity of Materials Shipped. We have developed our CryoPort Express® Shippers, a line of cryogenic dry vapor shippers, to be capable of maintaining cryogenic temperatures of minus 150° Celsius or less for 10-plus days. Our CryoPort Express® Shippers were developed with a view towards meeting the needs of the global biotechnology and pharmaceutical industries which require the ability to transport live cell pharmaceutical products, such as cancer vaccines, diagnostic materials, reproductive tissues, infectious and other biological substances, and other items at constant frozen or cryogenic temperatures. Traditional methods that have been serving this market, such as dry ice, are only capable of maintaining such temperatures for a period of one to two days (depending on the size of the package and amount of dry ice used), thereby potentially jeopardizing the integrity of the transported materials during longer shipments. We believe our CryoPort Express® Shippers are the first significant alternative to using dry ice that achieves 10-plus day holding times.

Durability of Shipping Devices. Because the outer shell of our CryoPort Express® Shippers are made from durable materials, as compared to corrugated cardboard boxes with Styrofoam inserts or similar materials, the risk of damage to the container and its contents is significantly reduced. Where corrugated cardboard boxes are susceptible to being crushed or damaged during shipment, our shippers, which have been tested and are capable of withstanding drops of up to 30 feet, significantly reduce the risk of damage to the packaged materials. The durability and long holding times of our shippers has greater significance for international (or other long distance) shipments due to the increased shipping times and amplified risk of damage during transit and mishandling during shipment.

Cost. We believe we have developed a solution for the shipment of temperature sensitive materials which is not only more effective, but also more cost efficient, especially in international shipping. Shipping temperature sensitive materials using the traditional method of dry ice requires multiple steps, manual intervention/monitoring, and the coordination of re-icing tasks at several locations to provide a solution lasting for more than several days. The cost of developing and maintaining the infrastructure necessary to support these operations frequently depend on off-shore third party contractors which adds significant cost. Because our cryogenic shippers are capable of hold times of 10-plus days, customers will not require the same extensive infrastructure needed for dry ice shipments. Furthermore, because our shippers do not rely on dry ice (which is a hazardous material that produces CO2 gas as it sublimates), there are more freight courier alternatives available for our shippers and generally lower freight charges.

Tracking and Monitoring. We have developed a sophisticated web portal with user friendly features that will be used for capturing customer orders and tracking shipments. Our portal enables CryoPort employees to manage multi-route shipments with minimal amount of human resources by using programmed analogs and exception monitoring. In addition, our customers are able to place orders, track shipments, and monitor the status of their packages through our web portal. CryoPort is also able to internally manage its shipper inventory, track incoming and outgoing assets, report on shipping performance metrics, and invoice for shipping services through the technology employed through

its web portal.

The Green Alternative. Unlike shippers using dry ice, the internal core of our cryogenic shippers absorbs liquid nitrogen in a gaseous state to maintain the required cryogenic temperatures. Dry ice is a hazardous material because it produces excess CO2 gas as it sublimates which is a noted greenhouse gas and which may be dangerous in confined spaces where there is an absence or low rates of ventilation. Use of our shippers does not result in the emission of greenhouse gases or other potentially toxic materials. In addition, shippers using dry ice are made of corrugated cardboard with Styrofoam inserts. These shippers are typically not reusable, resulting in the disposal of the cardboard box. Further, Styrofoam should not be disposed of in landfills because it is not biodegradable. Our shippers do not contain Styrofoam, nor do they present similar landfill disposal issues or other environmental challenges.

Technology. Once our CryoPort Express® System is fully operational, it will represent the most complete and comprehensive shipping solution available in the market for high-value temperature sensitive materials. It will reduce operating costs for CryoPort and its customers and it will provide customized analytics to monitor shipping efficiency and the health and status of the materials entrusted to our care.

Key Business Strategies

Relationship with Global Couriers. We believe that our near term success is best achieved by establishing strategic relationships with global couriers which will enable us to provide a seamless, end-to-end shipping solution to our customers. In addition, we will be able to leverage the couriers' established express, ground and freight infrastructures and penetrate new markets with minimal investment. To this end, we recently entered into our first strategic relationship with a global courier on January 13, 2010 when we signed an agreement with Federal Express Corporation ("FedEx") pursuant to which we will lease to FedEx such number of our cryogenic shippers that FedEx shall, from time to time, order for its customers. Under this agreement, FedEx has the right to and shall, on a non-exclusive basis, promote, market and sell transportation of our shippers and our related value-added goods and services, such as our data logger, web portal and planned CryoPort Express Smart Pak System , In addition to FedEx, our management team is commencing discussions with other global couriers in an effort to establish partnerships pursuant to which the couriers would provide preferred shipping rates, access to logistics, tracking, and customs clearance capabilities. As in the case of our agreement with FedEx, we expect that other global freight couriers will utilize their sales forces to promote and sell transportation of shippers and our frozen shipping services. We can not assure you that we will be able to consummate an agreement with any other global couriers.

Target Large Clinical Research Organizations and Life Science Companies. Along with our efforts to establish strategic relationships with global couriers, we intend to increase our marketing efforts to the large clinical research organizations ("CRO") and pharmaceutical and biotechnology companies engaged in the management and/or conduct of both domestic and international clinical trials. Management has been in active dialogue with selected large CROs, and pharmaceutical and biotechnology companies to introduce this new frozen shipping solution and to discuss these potential customers' shipping needs. Several of these meetings have been joint presentations including representatives from a global courier. We can not assure you that we will be able to consummate an agreement with one or more large CROs, or pharmaceutical or biotechnology companies.

Position CryoPort Express® Portal as a New Customer Tool for Cost Optimization and Risk Mitigation. In 2008, we began development of an internal IT system, CryoPort Express® Portal, which today is used by customers to automate the entry of orders, prepare customs documentation, and facilitate status and location monitoring of shipped orders while in transit. The CryoPort Express® Portal is fully integrated with IT systems at FedEx and runs in a browser requiring no software installation. It is used by CryoPort to manage shipping operations typically provisioned by manual labor thereby reducing administrative costs relating to order-entry, order processing, preparation of shipping documents, back-office accounting, and to support the high level of customer service expected by the industry. In addition to reducing operating costs and facilitating scaling of CryoPort's operations, more importantly we believe the CryoPort Express® Portal offers significant value to the customer in terms of cost avoidance and risk mitigation. Examples include automation of order entry, development of Key Performance Indicators ("KPI") to support our efforts for continuous process improvements in our business, and programmatic exception monitoring to detect and sometimes anticipate delays in the shipping process, often before the customer or the shipping company becomes aware of the delays. In the future we intend to add rate and mode optimization and in-transit monitoring of temperature, location and state-of-health monitoring (discussed below) via wireless communications.

Complete Development of Our Smart Pak Monitoring Device. In July 2008, we launched Phase I of our CryoPort Express® Portal which enabled our customers to enter orders and track their packages during transit. We recently completed successful testing of Phase II of our Smart Pak Monitoring Device which is an automated data logger capable of tracking the internal and external temperatures of samples shipped in our CryoPort Express® Shipper. We anticipate commercial launch of this new feature in 2010. Phase III of our Smart Pak Monitoring Device development plan, which we expect to launch by the end of fiscal year 2010, consists of adding a wireless communications capability to each shipper to enable monitoring of a shipper's location, specimen temperature, and overall state of health of the contents during transit, which will be fully integrated into the CryoPort Express® Portal. We anticipate

that, due to the high value and importance placed on the contents of the shipper by the customer, location and state-of-health monitoring of the contents will become a new standard in the industry pioneered by CryoPort.

Expand to New Markets. To date our marketing efforts have focused on global CROs, and on select companies in the biotechnology and pharmaceutical industries. Once we have expanded our market presence in these industries and established the strategic relationships referenced above, we intend to explore opportunities in other markets where there is a need to ship temperature sensitive materials such as the food, environmental, semiconductor and petroleum industries.

Re-Purpose Product Capability. Presently, CryoPort products address the needs of biotechnology and pharmaceutical customers who require sustainable frozen shipping temperatures generally between the range of minus 80° to minus 150° Celsius. While the frozen market represents a large opportunity for CryoPort, an adjacent market exists for the shipment of materials at chilled temperatures. Based on a report prepared by DHL Worldwide Express, Inc. in April 2001, the market for pharmaceutical shipments at chilled temperatures is more than double the market for cryogenic and frozen shipments. CryoPort's technology may be applicable to these markets as well since the design concepts of CryoPort products ca