

Cryoport, Inc.
Form S-8
November 13, 2007

As filed with the Securities and Exchange Commission on November 13, 2007
Registration No. - _____

**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
incorporation or organization)

3086
(Primary Standard Industrial
Classification Code Number)

88-0313393
(I.R.S. Employer
Identification No.)

**20382 Barents Sea Circle
Lake Forest, California 92630**
(Address and telephone number of principal executive offices)

CONSULTING AGREEMENT
(Full title of Plan)

**Peter Berry
Chief Executive Officer
20382 BARENTS SEA CIRCLE
Lake Forest, California 92630
(949) 470-2300**
(Name, address and telephone number of agent for service)

Copies to:
Marc J. Ross, Esq.
Louis A. Brilleman, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway
New York, New York 10006
Tel: (212) 930-9700
Fax: (212) 930-9725

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Proposed Maximum Amount of Registration Fee |
|--------------------------------------|-----------------------------------|-----------------------------------|--|---|
| Common Stock, .001 par value | 150,000 | \$ 0.98 | \$ 147,000 | \$ 15.73 |

(1) Issuable to Stuart Fine pursuant to the Compensation Agreement dated October 1, 2007, between Registrant and Carpe DM, Inc. an entity wholly owned by Mr. Fine.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933.

PART I

Item 1. Plan Information.

The documents containing the information specified in Item 1 will be sent or given to participants in the Plan as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be and are not filed with the Securities and Exchange Commission (the "SEC") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

Upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in this Section 10(a) Prospectus), other documents required to be delivered to eligible employees, non-employee directors and consultants, pursuant to Rule 428(b) are available without charge by contacting:

Peter Berry
Chief Executive Officer
20382 Barents Sea Circle
Lake Forest, California 92630
(949) 470-2300

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the documents listed below. In addition, all documents subsequently filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents:

- Reference is made to Registrant's Annual Report on Form 10-KSB for the year ended March 31, 2007, as filed with the SEC on July 9, 2006, which is hereby incorporated by reference.
- Reference is made to Registrant's Current Report on Form 8-K, as filed with the SEC on August 3, 2007, which is hereby incorporated by reference.
- Reference is made to Registrant's Quarterly Report on Form 10-QSB for the three months ended June 30, 2007, as filed with the SEC on August 14, 2007, which is hereby incorporated by reference.
- Reference is made to Registrant's Current Report on Form 8-K, as filed with the SEC on September 12, 2007, which is hereby incorporated by reference.
- Reference is made to Registrant's Current Report on Form 8-K, as filed with the SEC on September 19, 2007, which is hereby incorporated by reference.
- Reference is made to Registrant's Current Report on Form 8-K, as filed with the SEC on October 3, 2007, which is hereby incorporated by reference.
 - Reference is made to Registrant's Current Report on Form 8-K, as filed with the SEC on October 19, 2007, which is hereby incorporated by reference.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under the Nevada General Corporation Law and our Articles of Incorporation, as amended, our directors will have no personal liability to us or our stockholders for monetary damages incurred as the result of the breach or alleged breach by a director of his "duty of care". This provision does not apply to the directors' (i) acts or omissions that involve intentional misconduct or a knowing and culpable violation of law, (ii) acts or omissions that a director believes to be contrary to the best interests of the corporation or its shareholders or that involve the absence of good faith on the part of the director, (iii) approval of any transaction from which a director derives an improper personal benefit, (iv) acts or omissions that show a reckless disregard for the director's duty to the corporation or its shareholders in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing a director's duties, of a risk of serious injury to the corporation or its shareholders, (v) acts or omissions that constituted an unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation or its shareholders, or (vi) approval of an unlawful dividend, distribution, stock repurchase or redemption. This provision would generally absolve directors of personal liability for negligence in the performance of duties, including gross negligence.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Description

| | |
|------|--|
| 5.1 | Opinion of Sichenzia Ross Friedman Ference LLP |
| 10.1 | Compensation Agreement with Carpe DM |
| 23.1 | Consent of Sichenzia Ross Friedman Ference LLP (included in Exhibit 5.1) |
| 23.2 | Consent of KMJ Corbin & Company LLP |

Item 9. Undertakings.

(a) File, during any period in which it offers or sells securities, a post-effective amendment to this Registration Statement to include any additional or changed material information on the plan of distribution.

(b) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at the time to be the initial *bona fide* offering.

(c) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(2) The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Signatures

In accordance with 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 of an amendment to a filing on Form S-8 and authorized this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, CA on November 13, 2007.

CRYOPORT, INC.

By: */s/ Peter Berry*

Peter Berry
Chief Executive Officer

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/ Peter Berry</i> | Director and Chief Executive Officer (Principal Executive Officer) | November 13, 2007 |
| <i>/s/ Dee S. Kelly</i> | Vice President of Finance (Principal Financial and Accounting Officer) | November 13, 2007 |
| <i>/s/ Thomas Fischer</i> | Director | November 13, 2007 |
| <i>/s/ Gary C. Cannon</i> | Director | November 13, 2007 |
| <i>/s/ Adam Michelin</i> | Director | November 13, 2007 |
| <i>/s/ Stephen L. Scott</i> | Director | November 13, 2007 |
