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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): DECEMBER 13, 2004

CRYOLIFE, INC.
(Exact name of registrant as specified in its charter)

FLORIDA	1-13165	59-2417093
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1655 ROBERTS BOULEVARD, N.W., KENNESAW, GEORGIA 30144
(Address of principal executive office) (zip code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (770) 419-3355

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

|_| Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

|_| Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

|_| Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

|_| Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 1 REGISTRANT'S BUSINESS AND OPERATIONS.
ITEM 1.02. TERMINATION OF A MATERIAL DEFINITIVE CONTRACT.

See Item 8.01 below, regarding the termination of employment of two former officers of CryoLife, Inc. (the "Company" or "CryoLife"), which may be deemed to be material.

SECTION 8 OTHER EVENTS.

ITEM 8.01. OTHER EVENTS.

On January 10, 2005, CryoLife issued a press release relating to a new development and marketing agreement with Endologix, Inc. CryoLife hereby incorporates by reference herein the information set forth in its Press Release dated January 10, 2005, a copy of which is attached hereto as Exhibit 99.1.

As previously announced, on December 13, 2004, Dr. Kirby Black resigned as CryoLife's Senior Vice President of Research and Development. His written employment agreement had previously expired according to its terms. He continued employment with CryoLife under an at-will arrangement at an annualized salary of $253,000 until December 13, 2004.

On December 14, 2004, Albert E. Heacox, PhD, assumed the position of Senior Vice President of Research and Development with CryoLife. CryoLife hereby incorporates by reference herein the information set forth in its press release dated December 14, 2004, a copy of which is attached as Exhibit 99.2.

On December 14, 2004, Dr. James C. Vander Wyk's employment as Vice President, Product Integrity with CryoLife terminated. Dr. Vander Wyk worked under an employment agreement entered into in September 2002 at an annual salary of $240,000. Upon his departure, CryoLife agreed to pay the severance amount provided for in his employment agreement of eighteen months of base salary. For more than six months prior to his departure, Dr. Vander Wyk was not in a policy making position at the Company. His primary responsibilities during that time were to assist the Company in defending against several lawsuits.

This Form 8-K also is filed to include a copy of the Form of Indemnification Agreement, previously reported, for the Directors and Chief Financial Officer of the Company.

CryoLife has entered into indemnification agreements with each of its directors and its Chief Financial Officer ("Indemnitees"). Pursuant to such agreements, CryoLife shall indemnify each Indemnitee whenever he or she is or was a party or is threatened to be made a party to any proceeding, including without limitation any such proceeding brought by or in the right of CryoLife, because he or she is or was a director or officers of CryoLife or is or was serving at the request of CryoLife as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or because of anything done or not done by the Indemnitee in such capacity, against expenses and liabilities (including the costs of any investigation, defense, settlement or appeal) actually and reasonably incurred by the Indemnitee or on his or her behalf in connection with such proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of CryoLife, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action suit

or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that an Indemnitee did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of CryoLife, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Unless a determination has been made that the Indemnitee is not entitled to indemnification pursuant to the agreement, all reasonable expenses incurred by or on behalf of such Indemnitee shall be advanced from time to time by CryoLife to the Indemnitee within thirty (30) days after CryoLife's receipt of a written request for an advance of expenses by such Indemnitee, whether prior to or after final disposition of a proceeding. If required by law, Indemnitee shall agree, at the time of such advance, to repay the amounts advanced if it is ultimately determined that Indemnitee is not entitled to be indemnified under the terms of the agreement. Any advances made shall be unsecured and no interest shall be charged thereon.

The indemnification agreements were executed by the Company and each Indemnitee on the date indicated on Exhibit 10.50.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "1933 Act"), may be permitted to directors, officers or persons controlling CryoLife pursuant to the foregoing provisions of the Georgia Business Corporation Code and CryoLife's articles of incorporation and bylaws, CryoLife has been informed that indemnification is considered by the Commission

to be against public policy and therefore unenforceable.

ITEM 9.01(C) EXHIBITS.

Exhibit Number	Description
10.50	Form of Indemnification Agreement for Directors and Chief Financial Officer of the Registrant (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-121406)).
99.1	Press Release dated January 10, 2005
99.2	Press Release dated December 14, 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, CryoLife, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CRYOLIFE, INC.

Date: January 12, 2005

By: /s/ D. Ashley Lee

Name: D. Ashley Lee
Title: Executive Vice President, Chief Operating Officer and Chief Financial Officer

EXHIBIT INDEX

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99.1	Press Release dated January 10, 2005
99.2	Press Release dated December 14, 2004

EXHIBIT 99.1

[CRYOLIFE COMPANY LOGO] [ENDOLOGIX COMPANY LOGO]

NEWS RELEASE

JANUARY 10, 2005

CRYOLIFE CONTACT:
Joseph T. Schepers
VP, Corporate Communications
(770) 419-3355

ENDOLOGIX CONTACTS:
Paul McCormick
President & CEO
(949) 595-7200

ENDOLOGIX INVESTOR CONTACTS:
Lippert/Heilshorn & Associates
Bruce Voss/Jody Cain
(310) 691-7100

CRYOLIFE AND ENDOLOGIX SIGN DEVELOPMENT AGREEMENT FOR BIOFOAM

ENDOLOGIX TO DEVELOP CRYOLIFE'S INNOVATIVE, SELF-EXPANDING SEALANT AS A FILLING AGENT FOR AORTIC ANEURYSMS

ATLANTA, GA. AND IRVINE, CALIF. (JANUARY 10, 2005) - CRYOLIFE, INC. (NYSE: CRY) AND ENDOLOGIX, INC. (NASDAQ: ELGX) today announced the signing of a development and marketing agreement for the percutaneous or endovascular delivery of CryoLife's BioFoam(TM) as a self-expanding sealant for endovascular aortic aneurysm grafts. Under the agreement, Endologix will be responsible for preclinical, clinical, and regulatory activities and costs, and CryoLife will manufacture BioFoam for clinical use and commercial sale and receive a royalty on potential future product sales.

BioFoam is a protein hydrogel adhesive in preclinical development. The product contains an expansion agent, which has the potential to rapidly fill and seal internal body cavities, such as aneurysm sacs, and provide hemostasis in penetrating wounds and severe trauma. BioFoam is based on the same platform technology as CryoLife's BioGlue(R), which is FDA approved to control bleeding as an adjunct to sutures and staples in the open surgical repair of large vessels. BioGlue is CE marked in the European Community and approved in Canada for use in soft tissue repair.

"BioFoam represents an outstanding business opportunity for Endologix, using a well-described and often-used predicate in open surgical procedures in a market that Endologix currently serves," said Paul McCormick, Endologix president and chief executive officer. "Endoleaks, or blood flow into an excluded aneurysm sac, are a significant factor for mid- and long-term failure of endovascular aneurysm repair. Our near-term focus will be on developing BioFoam as an effective agent for percutaneous treatment of endoleaks, irrespective of stent graft manufacturer, while longer-term, BioFoam has the potential to make minimally invasive treatment of abdominal aortic aneurysms (AAA) a more durable procedure."

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"BioFoam is an innovative and versatile product that should prove effective in multiple medical applications," said Steven G. Anderson, CryoLife president and chief executive officer. "Through agreements with companies with specialized skills and market access, such as Endologix, we expect to improve the value of this asset with application-specific development and to receive a royalty on product sales and earn a manufacturing margin. We are delighted to enter into this agreement with Endologix, and look forward to moving BioFoam into clinical development."

Endologix intends to begin preclinical development of BioFoam during the first quarter of 2005, and to start clinical testing for the treatment of type 2 endoleaks in mid-year 2006.

"With our Powerlink(R) System, we are addressing the failings of first-generation endoluminal stent grafts (ELG), and with BioFoam, we are addressing the entirety of the ELG procedure to make this approach the standard of care," added Mr. McCormick. "We are pleased to further establish our position of industry leadership and product innovation."

ABOUT CRYOLIFE

Founded in 1984, CryoLife, Inc. is a leader in the processing and distribution of implantable human tissues for use in cardiovascular and vascular surgeries throughout the United States and Canada. CryoLife's BioGlue Surgical Adhesive is FDA approved as an adjunct to sutures and staples for use in adult patients in open surgical repair of large vessels and is CE marked in the European Community and approved in Canada for use in soft tissue repair and approved in Australia for use in vascular and pulmonary sealing and repair. CryoLife also manufactures the SG Model #100 vascular graft, which is CE marked for distribution within the European Community. For additional information about CryoLife, visit CryoLife's web site: www.cryolife.com.

ABOUT ENDOLOGIX

Endologix, Inc. develops and manufactures minimally invasive treatments for vascular diseases. Endologix's Powerlink System is an endoluminal stent graft for treating abdominal aortic aneurysms (AAA). AAA is a weakening of the wall of the aorta, the largest artery in the body, resulting in a balloon-like enlargement. Once AAA develops, it continues to enlarge and, if left untreated, becomes increasingly susceptible to rupture. The overall patient mortality rate for ruptured AAA is approximately 75%, making it the thirteenth leading cause of death in the United States. In October 2004, Endologix received approval to market the Powerlink in the U.S. Additional information can be found on Endologix's web site at www.endologix.com.

CRYOLIFE SAFE HARBOR STATEMENT: Statements made in this press release that look forward in time or that express CryoLife's management's beliefs, expectations or hopes are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These future events may not occur as and when expected, if at all, and, together with CryoLife's business, are subject to various risks and uncertainties. These risks and uncertainties include that BioFoam may not prove effective for percutaneous treatment of endoleaks or make minimally invasive treatment of AAA a more durable procedure, that the licensed use for BioFoam may not prove commercially feasible, that the proposed use may not receive appropriate regulatory approval, that the proposed use may infringe the proprietary rights of third parties, that royalties and manufacturing margins on product sales from the agreement may not meet expectations, that the Company's revenues and expenses may not meet its expectations, that demand for CryoLife preserved tissues may not return to prior levels, the possibility that the FDA could impose additional restrictions on CryoLife's operations, require a recall, or prevent CryoLife from manufacturing and distributing BioFoam, that to the extent CryoLife does not have sufficient resources to pay the claims against it, it may be forced to cease operations or seek protection under applicable bankruptcy laws, changes in laws and regulations applicable to CryoLife and other risk factors detailed in the company's Securities and Exchange Commission filings, including Form 10-K filing for the year ended December 31, 2003, and other SEC filings. CryoLife undertakes to update its forward-looking statements.

ENDOLOGIX SAFE HARBOR STATEMENT: Except for historical information contained herein, this news release contains forward-looking statements, the accuracy of which are necessarily subject to risks and uncertainties, including risks related to the development, clinical success and regulatory approval of a new medical device product, and the risks related to intellectual property rights surrounding new technology, all of which are difficult or impossible to predict accurately and many of which are beyond the control of Endologix, all as more fully described in the risk factors and other matters set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2003, and the Company's other filings with the SEC.

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EXHIBIT 99.2

PRESS RELEASE Source: CryoLife, Inc.

Albert E. Heacox, Ph.D. Assumes Senior Vice President of Research and Development Position for CryoLife, Inc.

Tuesday December 14, 8:30 am ET

ATLANTA, Dec. 14 /PRNewswire-FirstCall/ -- CryoLife, Inc. (NYSE: CRY - News) a biomaterials and biosurgical device company, announced today that Albert E. Heacox, Ph.D. has assumed the position of Senior Vice President of Research and Development of CryoLife, Inc. Reporting to Dr. Heacox will be CryoLife's Research and Development Laboratory, Product and Process Engineering and Aurazyme Pharmaceuticals' Research Department. Dr. Heacox, (54) joined CryoLife in 1985 as Director of Laboratory Operations. In 1989 he was promoted to Vice President of Laboratory Operations and then in 2000 he was promoted to Senior Vice President of Laboratory Operations for the Company. In his new position he will continue to report to Steven G. Anderson, President and CEO of CryoLife.

Albert E. Heacox completed his B.S. and M.S. degrees in biology at Adelphi University in New York in 1971 and 1974 respectively. In 1980 he received his Ph.D. in zoology from Washington State University. In 1981 he completed his post-doctorate training in cell biology from The University of Cologne in Germany. Prior to joining CryoLife in 1985, he was a research scientist for the U.S. Department of Agriculture in Fargo, North Dakota. He replaces Kirby S. Black, Ph.D. who resigned to pursue other interests.

"CryoLife has an extensive portfolio of new products in the Company's research pipeline and Al Heacox is the perfect person to bring these new technologies and products to fruition," said Steven G. Anderson, President and CEO. "In addition, Dr. Heacox has over twenty years experience in preserving mammalian cells and tissues and will shepherd the Company's many new tissue preservation and materials technologies going forward." Anderson added, "We wish Dr. Black the best in his new endeavors and thank him for his many contributions to CryoLife."

About CryoLife, Inc.

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For additional information about the company, visit CryoLife's web site: http://www.cryolife.com

Contact: Joseph T. Schepers
Vice President, Corporate Communications (770) 419-3355

Source: CryoLife, Inc.