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

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FORM 8-K

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

Date of Report (Date of earliest event reported): February 8, 2010

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**CRYOLIFE, INC.**

(Exact name of registrant as specified in its charter)

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**Florida**  
(State or Other Jurisdiction  
of Incorporation)

**1-13165**  
(Commission File Number)

**59-2417093**  
(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**

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

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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))
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**Section 8 Other Events**

**Item 8.01 Other Events.**

On February 8, 2010, CryoLife, Inc. ("CryoLife") delivered a letter to the Board of Directors of Medafor, Inc. ("Medafor") and issued a press release regarding the same. These documents are available at [www.cryolife.com/medaforoffer](http://www.cryolife.com/medaforoffer) and/or have otherwise been disseminated by CryoLife. The letter to the Medafor Board and the press release dated February 8, 2010 are attached hereto as Exhibits 99.1 and 99.2, respectively.

This filing and the exhibits hereto are provided for informational purposes only and are not offers to purchase nor a solicitation of offers to sell shares of Medafor or CryoLife. Subject to future developments, CryoLife may file a registration statement and/or tender offer documents and/or proxy statement with the SEC in connection with the proposed combination. Shareholders should read those filings, and any other filings made by CryoLife with the SEC in connection with the combination, as they will contain important information. Those documents, if and when filed, as well as CryoLife's other public filings with the SEC, may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov) and at CryoLife's website at [www.cryolife.com](http://www.cryolife.com).

**Section 9 Financial Statements and Exhibits**

**Item 9.01(d) Exhibits.**

(a) Financial Statements.  
Not applicable.

(b) Pro Forma Financial Information.  
Not applicable.

(c) Shell Company Transactions.  
Not applicable.

(d) Exhibits.

Exhibit Number Description

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99.1	Letter to the Medafor Board
99.2	Press Release dated February 8, 2010

**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: February 8, 2010

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





February 5, 2010

VIA FEDEX  
Michael F. Pasquale, Chairman of the Board  
Medafor, Inc.

Dear Michael,

Thank you for your response, which we received on January 22, 2010. We are encouraged by your statement that you are giving consideration to our proposal to acquire all of the outstanding shares of Medafor's common stock. We and our advisors are prepared to meet with you and your advisors to answer any questions you may have about our offer and to discuss your perspective on Medafor's valuation. To that end, we would appreciate greater detail on the board's timing and process for considering our proposal and entering into direct discussions with us. A timely response is appreciated as it has been approximately two weeks since your last communication and three weeks since we submitted our proposal.

We urge you to enter into discussions with us in a timely manner as delaying negotiations with us simply delays the creation of value for your shareholders. We believe that CryoLife's resources and financial strength will maximize the potential of Medafor and its hemostatic technology for the benefit of patients and shareholders.

Although we prefer to work with you and your advisors to negotiate a mutually agreeable transaction, in the event that you continue to delay or refuse to meet with us, we will be forced to consider all our options. This includes exercising our right to call a special shareholders meeting as provided for under your bylaws.

We are prepared to commit all the resources necessary to complete a transaction expeditiously. We believe that a combination of CryoLife and Medafor makes strategic and financial sense for the shareholders of both companies and we hope you will work with us in a productive manner.

T (770) 419-3355  
T (800) 438-8285 In the USA and Canada  
F (770) 426-0031

1655 Roberts Boulevard NW  
Kennesaw, Georgia 30144

CryoLife.com

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I look forward to receiving your response with an update on the board's process and timing as soon as possible, as well as the contact details for your advisors. We believe that your other shareholders would welcome this information as well.

Very truly yours,

/s/ Steven G. Anderson  
Steven G. Anderson  
President, CEO and Chairman of the Board

cc: Board of Directors of Medafor  
Gary J. Shope





*NEWS RELEASE*

**FOR IMMEDIATE RELEASE**

**Media Contacts:**

D. Ashley Lee  
Executive Vice President, Chief Financial Officer and  
Chief Operating Officer  
Phone: 770-419-3355

Nina Devlin  
Edelman  
Phone: 212-704-8145

**CryoLife Sends Letter to Medafor, Inc. Board of Directors**

**ATLANTA, GA (February 8, 2010)** – **CryoLife, Inc. (NYSE: CRY)**, an implantable biological medical device and cardiovascular tissue processing company, announced today that it has sent the following letter to Medafor's Board of Directors:

February 5, 2010

VIA FEDEX  
Michael F. Pasquale, Chairman of the Board  
Medafor, Inc.

Dear Michael,

Thank you for your response, which we received on January 22, 2010. We are encouraged by your statement that you are giving consideration to our proposal to acquire all of the outstanding shares of Medafor's common stock. We and our advisors are prepared to meet with you and your advisors to answer any questions you may have about our offer and to discuss your perspective on Medafor's valuation. To that end, we would appreciate greater detail on the board's timing and process for considering our proposal and entering into direct discussions with us. A timely response is appreciated as it has been approximately two weeks since your last communication and three weeks since we submitted our proposal.

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<http://www.cryolife.com>

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We are prepared to commit all the resources necessary to complete a transaction expeditiously. We believe that a combination of CryoLife and Medafor makes strategic and financial sense for the shareholders of both companies and we hope you will work with us in a productive manner.

I look forward to receiving your response with an update on the board's process and timing as soon as possible, as well as the contact details for your advisors. We believe that your other shareholders would welcome this information as well.

Very truly yours,

/s/ Steven G. Anderson  
Steven G. Anderson  
President, CEO and Chairman of the Board

cc: Board of Directors of Medafor  
Gary J. Shope

#### **ADDITIONAL IMPORTANT INFORMATION**

**This announcement is provided for informational purposes only and is not an offer to purchase nor a solicitation of an offer to sell shares of Medafor or CryoLife. Subject to future developments, CryoLife may file a registration statement and/or tender offer documents and/or proxy statement with the SEC in connection with the proposed combination. Shareholders should read those filings, and any other filings made by CryoLife with the SEC in connection with the combination, as they will contain important information. Those documents, if and when filed, as well as CryoLife's other public filings with the SEC, may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov) and at CryoLife's website at [www.cryolife.com](http://www.cryolife.com).**

#### About CryoLife, Inc.

Founded in 1984, CryoLife, Inc. is a leader in the processing and distribution of implantable living human tissues for use in cardiac and vascular surgeries throughout the U.S. and Canada. The Company's CryoValve® SG pulmonary heart valve, processed using CryoLife's proprietary SynerGraft® technology, has FDA 510(k) clearance for the replacement of diseased, damaged, malformed, or malfunctioning native or prosthetic pulmonary valves. The Company's CryoPatch® SG pulmonary cardiac patch has FDA 510(k) clearance for the repair or reconstruction of the right ventricular outflow tract (RVOT), which is a surgery commonly performed in children with congenital heart defects, such as Tetralogy of Fallot, Truncus Arteriosus, and Pulmonary Atresia. CryoPatch SG is distributed in three anatomic configurations: pulmonary hemi-artery, pulmonary trunk, and pulmonary branch. The Company'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. BioGlue is also CE marked in the European Community and approved in Canada and Australia for use in soft tissue repair. The Company's BioFoam® Surgical Matrix is CE marked in the European Community for use as an adjunct in the sealing of abdominal parenchymal tissues (liver and spleen) when cessation of bleeding by ligature or other conventional methods is ineffective or impractical. BIOGLUE *Aesthetic*™ Medical Adhesive is CE marked in the European Community for periosteal fixation following endoscopic browplasty (brow lift) in reconstructive plastic surgery and is distributed by a third party for this indication. CryoLife distributes HemoStase®, a hemostatic agent, in much of the U.S. for use in cardiac and vascular surgery and in many international markets for cardiac, vascular, and general surgery, subject to certain exclusions.

For additional information about the company, visit CryoLife's Web site:  
[www.cryolife.com](http://www.cryolife.com)

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