SEC Form 5

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB Number: 3235-0362

Estimated average burden hours per response: 1.0

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
(City)	(State)	(Zip)			Form filed by More that Person	n One Reporting			
(Street) KENNESAW	GA	30144	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing	orting Person			
(Last) 1655 ROBERTS	(First) 5 BLVD., NW	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2017	X Onlicer (give nue Outer (specify below) below) VP, General Counsel					
1. Name and Addre Holloway Jea	ss of Reporting Pers an F	son*	2. Issuer Name and Ticker or Trading Symbol <u>CRYOLIFE INC</u> [CRY]	(Check	ationship of Reporting Person(s) to Issuer (all applicable) Director 10% Owner Officer (give title Other (specif				
Form 4 Transact	tions Reported.	Flied	or Section 30(h) of the Investment Company Act of 1934						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acq (D) (Instr. 3, 4 and		or Disposed Of	5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)		
Common Stock	12/31/2017	12/31/2017	М	567 ⁽¹⁾	A	\$16.2775	48,694	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	n of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$16.2775	12/31/2017	12/31/2017	А	567		12/31/2017	12/31/2017	Common Stock	567	\$16.2775	567	D	
Stock Option (Right to Buy)	\$16.2775	12/31/2017	12/31/2017	М		567	12/31/2017	12/31/2017	Common Stock	567	\$16.2775	0	D	

Explanation of Responses:

1. These shares were acquired pursuant to CryoLife Inc.'s Employee Stock Purchase Plan (ESPP). The shares were acquired in transactions exempt from Section 16b-3.

/s/ Jean Holloway

** Signature of Reporting Person Date

01/25/2018

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OMB APPROVAL