
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): NOVEMBER 16, 2004

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

FLORIDA (State or Other Jurisdiction of Incorporation)	1-13165 (Commission File Number)	59-2417093 (IRS Employer Identification No.)
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1655 ROBERTS BOULEVARD N.W., KENNESAW, GA 30144
(Address of principal executive office) (zip code)

Registrant's telephone number, including area code: (770) 419-3355

N/A
(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))
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ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On Tuesday, November 16, 2004, CryoLife's Board of Directors ratified certain amendments to CryoLife's Bylaws effective as of close of business November 2, 2004. The ratified amendments were previously reported, following their adoption and approval by the CryoLife's Nominating and Corporate Governance Committee, under Item 5.03 of CryoLife's Current Report on Form 8-K filed November 8, 2004, the contents of which are incorporated herein by reference.

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: November 19, 2004

By: /s/ D.A. Lee

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