SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 1) *

> Cryolife, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

> 228903100 (CUSIP Number)

December 31, 2007 (Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G/A is filed:

- [] Rule 13d-1(b)
 [X] Rule 13d-1(c)
 [] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Page 1 of 16 Pages)

CUSIP No.		13G/A		Page 2		2
	NAMES OF REPO		O.S.S. Ca			
(2)		PROPRIATE BOX IF A M			(a) (b)	
(3)	SEC USE ONLY					
(4)	CITIZENSHIP C	OR PLACE OF ORGANIZA Delaware, USA				
NUMBER OF	(5) SOLE	VOTING POWER	-0-			
SHARES			-			
BENEFICIAL	LY (6) SHARE	D VOTING POWER				

		2,413,585
OWNED BY		
EACH		-0-
REPORTING		
PERSON WITH	(8) SHARED DISPOSITIVE POWER	2,413,585
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,413,585
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *	* []
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	8.8%
(12)	TYPE OF REPORTING PERSON **	
(12)		PN
	** SEE INSTRUCTIONS BEFORE	FILLING OUT!
CUSIP No. 2	228903100 13G/A	Page 3 of 16 Pages
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
		r S. Schafer & Partners I LP
(2)		
	Osca	R OF A GROUP ** (a) [X]
(3)	Osca CHECK THE APPROPRIATE BOX IF A MEMBE	R OF A GROUP ** (a) [X] (b) []
(3)	Osca CHECK THE APPROPRIATE BOX IF A MEMBE. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION	(a) [X] (b) []
(3)	Osca CHECK THE APPROPRIATE BOX IF A MEMBE. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA (5) SOLE VOTING POWER	R OF A GROUP ** (a) [X] (b) []
(3) (4) NUMBER OF SHARES BENEFICIALL	Osca CHECK THE APPROPRIATE BOX IF A MEMBE. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA (5) SOLE VOTING POWER AY (6) SHARED VOTING POWER	(a) [X] (b) [] -0-
(3) (4) NUMBER OF SHARES BENEFICIALL	Osca CHECK THE APPROPRIATE BOX IF A MEMBE: SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA (5) SOLE VOTING POWER	(a) [X] (b) [] -0-
(3) (4) NUMBER OF SHARES BENEFICIALL OWNED BY EACH	Osca CHECK THE APPROPRIATE BOX IF A MEMBE. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA (5) SOLE VOTING POWER Y (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER	-0- 96,764
(3) (4) NUMBER OF SHARES BENEFICIALL OWNED BY EACH	OSCA CHECK THE APPROPRIATE BOX IF A MEMBE. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA (5) SOLE VOTING POWER AY (6) SHARED VOTING POWER	-0- 96,764
(3) (4) NUMBER OF SHARES BENEFICIALL OWNED BY EACH REPORTING PERSON WITH	Osca CHECK THE APPROPRIATE BOX IF A MEMBE. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA (5) SOLE VOTING POWER Y (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER	-0- 96,764
(3) (4) NUMBER OF SHARES BENEFICIALL OWNED BY EACH REPORTING PERSON WITH	CHECK THE APPROPRIATE BOX IF A MEMBE: SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA (5) SOLE VOTING POWER (7) SOLE DISPOSITIVE POWER (8) SHARED DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-0- 96,764 96,764
(3) (4) NUMBER OF SHARES BENEFICIALL OWNED BY EACH REPORTING PERSON WITH	CHECK THE APPROPRIATE BOX IF A MEMBE. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA (5) SOLE VOTING POWER (7) SOLE DISPOSITIVE POWER (8) SHARED DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *	-0- 96,764 96,764

(12) TYPE OF REPORTING PERSON **

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 22	28903100	13G/A	Page 4 of 16 Pages
(1)	NAMES OF REPORT	CATION NO. IS (ENTITIES ONLY)	S. Schafer & Partners II LP
(2)		PRIATE BOX IF A MEMBER	(a) [X] (b) []
(3)	SEC USE ONLY		
(4)		PLACE OF ORGANIZATION Delaware, USA	
	(5) SOLE VO		-0-
SHARES			
BENEFICIALLY OWNED BY	Y (6) SHARED		1,066,492
EACH	, ,	SPOSITIVE POWER	-0-
REPORTING			
PERSON WITH		DISPOSITIVE POWER	1,066,492
(9)	AGGREGATE AMOUN BY EACH REPORTI		1,066,492
(10)		HE AGGREGATE AMOUNT LUDES CERTAIN SHARES **	[]
(11)	PERCENT OF CLAS		3.9%
(12)	TYPE OF REPORTI	NG PERSON **	PN
	** SEE	INSTRUCTIONS BEFORE F	ILLING OUT!
CUSIP No. 22	28903100	13G/A	Page 5 of 16 Pages
(1)	NAMES OF REPORT I.R.S. IDENTIFI OF ABOVE PERSON		O.S.S. Overseas Fund Ltd.
(2)	CHECK THE APPRO	OPRIATE BOX IF A MEMBER	
(3)	SEC USE ONLY		
(4)	CITIZENSHIP OR	PLACE OF ORGANIZATION	

Cayman Islands

NUMBER OF	(5) SOLE VOTING POWER	-0-
SHARES		
BENEFICIALL	(6) SHARED VOTING POWER	1 050 000
OWNED BY		1,250,329
EACH	(7) SOLE DISPOSITIVE POWER	
REPORTING		-0-
	(8) SHARED DISPOSITIVE POW	1,250,329
	AGGREGATE AMOUNT BENEFICIALLY BY EACH REPORTING PERSON	OWNED
(10)	CHECK BOX IF THE AGGREGATE AMO IN ROW (9) EXCLUDES CERTAIN SH.	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	TI ANIOUNI IN NOW (3)	4.5%
(12)	TYPE OF REPORTING PERSON **	
	** SEE INSTRUCTIONS B	
CUSIP No. 2	28903100 13G/A	Page 6 of 16 Page
	NAMES OF REPORTING PERSONS	Page 6 of 16 Page
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL CHECK THE APPROPRIATE BOX IF A	Y) O.S.S. Advisors LL MEMBER OF A GROUP ** (a) [X] (b) []
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL CHECK THE APPROPRIATE BOX IF A SEC USE ONLY	Y) O.S.S. Advisors LL MEMBER OF A GROUP ** (a) [X] (b) []
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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL CHECK THE APPROPRIATE BOX IF A SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANI Delaware, USA	Y) O.S.S. Advisors LI MEMBER OF A GROUP ** (a) [X] (b) [] ZATION
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(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALL DWNED BY	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL CHECK THE APPROPRIATE BOX IF A SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANI Delaware, USA (5) SOLE VOTING POWER	Y) O.S.S. Advisors LL MEMBER OF A GROUP ** (a) [X] (b) [] ZATION -0- 1,163,256
(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALL DWNED BY	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL CHECK THE APPROPRIATE BOX IF A SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANI Delaware, USA (5) SOLE VOTING POWER (6) SHARED VOTING POWER	Y) O.S.S. Advisors LL MEMBER OF A GROUP ** (a) [X] (b) [] ZATION -0- 1,163,256
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(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALL DWNED BY EACH REPORTING PERSON WITH	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL CHECK THE APPROPRIATE BOX IF A SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANI Delaware, USA (5) SOLE VOTING POWER (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER	Y) O.S.S. Advisors LI MEMBER OF A GROUP ** (a) [X] (b) [] ZATION -0- 1,163,256 -0- ER 1,163,256
(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALL DWNED BY EACH REPORTING PERSON WITH	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL CHECK THE APPROPRIATE BOX IF A SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANI Delaware, USA (5) SOLE VOTING POWER (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER (8) SHARED DISPOSITIVE POW	Y) O.S.S. Advisors LI MEMBER OF A GROUP ** (a) [X] (b) [] ZATION -0- 1,163,256 -0- ER 1,163,256
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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) [] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER OWNED BY EACH (7) SOLE DISPOSITIVE POWER REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [] (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) ** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP NO. 228903100 13G/A Page 8 of 16 Pag (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) OSCAR S. Schaf		BY AMOUNT IN RO	OW (9)	4.2%
CUSIP No. 228903100 13G/A Page 7 of 16 Page (1) NAMES OF REPORTING PERSONS	(12)	TYPE OF REPORT	ING PERSON **	00
(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) [] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA NUMBER OF (5) SOLE VOTING POWER -0- SHARES SHAPES SHAPES SHAPES SHAPE (7) SOLE DISPOSITIVE POWER 2,413,585 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,413,585 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) *** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP NO. 228903100 13G/A Page 8 of 16 Pag (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) OSCAR S. Schaf		** SE	E INSTRUCTIONS BEFOR	RE FILLING OUT!
(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTIFIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) [] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA NUMBER OF (5) SOLE VOTING POWER SHARES SENEFICIALLY (6) SHARED VOTING POWER SHARES SACH (7) SOLE DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING FERSON 2,413,585 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) *** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 228903100 13G/A Page 8 of 16 Pag (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION ON. OF ABOVE PERSONS (ENTITIES ONLY) OSCAR S. Schaf	CUSIP No. 2	28903100	13G/A	Page 7 of 16 Pages
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Schafer Brothers L (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) [] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA NUMBER OF (5) SOLE VOTING POWER SHARES SHARES SHARES ONNED BY EACH (7) SOLE DISPOSITIVE POWER PERSON WITH (8) SHARED DISPOSITIVE POWER (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) ** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP NO. 228903100 13G/A Page 8 of 16 Pag (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Oscar S. Schafe				
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) [] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA NUMBER OF (5) SOLE VOTING POWER SHARES SHARES SHARES SHARES SHARES ONNED BY 2,413,585 ONNED BY 2,413,585 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) ** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 228903100 13G/A Page 8 of 16 Pag (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) OSCAR S. Schaf	(1)	I.R.S. IDENTIF	ICATION NO.	Schafer Brothers LI
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BY AMOUNT IN ROW (9) 8.8% (12) TYPE OF REPORTING PERSON ** OO ** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 228903100 13G/A Page 8 of 16 Pag (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Oscar S. Schaf	(10)			S ** []
** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 228903100 13G/A Page 8 of 16 Pag (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Oscar S. Schaf	(11)			8.8%
CUSIP No. 228903100 13G/A Page 8 of 16 Pag (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Oscar S. Schaf	(12)	TYPE OF REPORT	ING PERSON **	00
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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Oscar S. Schaf	CUSIP No. 22	28903100	13G/A	Page 8 of 16 Page
	(1)	I.R.S. IDENTIF	TING PERSONS ICATION NO.	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **				

(11) PERCENT OF CLASS REPRESENTED

	CEC HOT	ONLY	(b) []
	SEC USE		
(4)	CITIZEN	SHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF	(5)	SOLE VOTING POWER	0
SHARES			-0-
BENEFICIALL	Y (6)	SHARED VOTING POWER	0.410.505
OWNED BY			2,413,585
EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING			-0-
			2,413,585
	AGGREGA	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON	2,413,585
			2,413,303
, - /	IN ROW	OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES **	* []
(11)	PERCENT	OF CLASS REPRESENTED	
	BY AMOU	NT IN ROW (9)	8.8%
		======================================	
			IN
		** SEE INSTRUCTIONS BEFORE F	FILLING OUT!
CUSIP No. 2	28903100		FILLING OUT! Page 9 of 16 Pages
	NAMES O		Page 9 of 16 Pages
(1)	NAMES O I.R.S. OF ABOV	13G/A 	Page 9 of 16 Pages
(1)	NAMES O I.R.S. OF ABOV	13G/A F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) HE APPROPRIATE BOX IF A MEMBER	Page 9 of 16 Pages Andrew Goffe R OF A GROUP ** (a) [X] (b) []
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(1) (2) (3) (4)	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5)	13G/A F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) HE APPROPRIATE BOX IF A MEMBER ONLY SHIP OR PLACE OF ORGANIZATION United States	Page 9 of 16 Pages Andrew Goffe R OF A GROUP ** (a) [X] (b) []
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(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALL	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5)	13G/A F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) HE APPROPRIATE BOX IF A MEMBER ONLY SHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER	Page 9 of 16 Pages Andrew Goffe R OF A GROUP ** (a) [X] (b) [] -0-
(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALL DWNED BY	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5)	13G/A F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) HE APPROPRIATE BOX IF A MEMBER ONLY SHIP OR PLACE OF ORGANIZATION	Page 9 of 16 Pages Andrew Goffe R OF A GROUP ** (a) [X] (b) []
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(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALL DWNED BY EACH REPORTING	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) Y (6) (7)	13G/A F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) HE APPROPRIATE BOX IF A MEMBER ONLY SHIP OR PLACE OF ORGANIZATION	Page 9 of 16 Pages Andrew Goffe R OF A GROUP ** (a) [X] (b) [] -0- 2,413,585
(1) (2) (3) (4) JMBER OF HARES ENEFICIALL WNED BY ACH EPORTING ERSON WITH	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (7) (8)	13G/A F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) HE APPROPRIATE BOX IF A MEMBER ONLY SHIP OR PLACE OF ORGANIZATION	Page 9 of 16 Page: Andrew Goffe R OF A GROUP ** (a) [X] (b) [] -0- 2,413,585

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	8.8%
 (12)	TYPE OF REPORTING PERSON **	IN

 $\star\star$ SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1.

- (a) NAME OF ISSUER: Cryolife, Inc.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 1655 Roberts Boulevard, NW Kennesaw, Georgia 30144

Item 2(a). NAME OF PERSON FILING:

- (i) Oscar S. Schafer & Partners I LP, a Delaware limited partnership ("OSS I"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it:
- (ii) Oscar S. Schafer & Partners II LP, a Delaware limited partnership ("OSS II", and together with OSS I, the "Partnerships"), with respect to shares of Common Stock as defined in Item 2(d) below) directly owned by it;
- (iii) O.S.S. Advisors LLC, a Delaware limited liability company (the "General Partner"), which serves as the general partner of each of the Partnerships, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by each of the Partnerships;
- (iv) O.S.S. Overseas Fund Ltd., a Cayman Islands exempted company ("OSS Overseas"), with respect to shares of Common Stock directly owned by it;
- (v) O.S.S. Capital Management LP, a Delaware limited partnership (the "Investment Manager"), which serves as investment manager, and management company, to OSS Overseas and the Partnerships, respectively, and has investment discretion with respect to shares of Common Stock directly owned by the Partnerships and OSS Overseas;
- (vi) Schafer Brothers LLC, a Delaware limited liability company (the "SB LLC"), which serves as the general partner to the Investment Manager, with respect to shares of Common Stock directly owned by the Partnerships and OSS Overseas;
- (vii) Mr. Oscar S. Schafer ("Mr. Schafer"), who serves as the senior managing member of the General Partner and of SB LLC, with respect to shares of Common Stock directly owned by the Partnerships and OSS Overseas; and
- (viii) Mr. Andrew Goffe ("Mr. Goffe"), who serves as a managing member of the General Partner and of SB LLC, with respect to shares of Common Stock directly owned by the Partnerships and OSS Overseas.

The Partnerships, OSS Overseas, the General Partner, the Investment Manager, SB LLC, Mr. Schafer and Mr. Goffe are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

TTEM 2

- NAME OF PERSON FILING (a)
 - (i) O.S.S. Capital Management LP
 - (ii) Oscar S. Schafer & Partners I LP (iii) Oscar S. Schafer & Partners II LP

 - O.S.S. Overseas Fund Ltd. (iv)
 - O.S.S. Advisors LLC (V)
 - (vi) Schafer Brothers LLC
 (vii) Oscar S. Schafer
 (viii) Andrew Goffe
- ADDRESS OF PRINCIPAL OFFICE, OR, IF NONE, RESIDENCE (b)

The address of the principal business offices of each of:

(i) Investment Manager

> 598 Madison Avenue New York, NY 10022

(ii) OSS I

598 Madison Avenue

New York, NY 10022

(iii) OSS II

598 Madison Avenue New York, NY 10022

OSS Overseas (iv)

Walkers SPV Limited

Mary Street

George Town Grand Cayman KY1-9002 Cayman Islands, British West Indies

General Partner (V)

598 Madison Avenue

New York, NY 10022

(vi) SB LLC

598 Madison Avenue

New York, NY 10022

(vii) Mr. Schafer

598 Madison Avenue

New York, NY 10022

(viii) Mr. Goffe

598 Madison Avenue New York, NY 10022

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- CITIZENSHIP (c)
 - Investment Manager Delaware, USA (i)
 - OSS I Delaware, USA (ii)
 - (iii) OSS II Delaware, USA
 - (iv) OSS Overseas - Cayman Islands
 - (V) General Partner - Delaware, USA
 - SB LLC Delaware, USA (vi)
 - (vii) Mr. Schafer USA
 - (viii) Mr. Goffe USA
- (d) TITLE OF CLASS OF SECURITIES Common Stock, par value \$0.01 per share
- CUSIP NUMBER (e)

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under Section 15 of the $\operatorname{\mathsf{Act.}}$
- (b) [] Bank as defined in Section 3(a)(6) of the Act,
- (c) [] Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) [] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) [] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g) [] Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- (h) [] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J). Not applicable.

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ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- Amount beneficially owned: The Investment Manager may be deemed to beneficially own 2,413,585 Shares. OSS I may be deemed to beneficially own 96,764 Shares. OSS II may be deemed to beneficially own 1,066,492 Shares. OSS Overseas may be deemed to beneficially own 1,250,329 Shares. The General Partner may be deemed to beneficially own 1,163,256 Shares as a result of its voting and dispositive power over 1,163,256 Shares owned by the Partnerships. SB LLC may be deemed to beneficially own 2,413,585 as a result of its voting and dispositive power over 2,413,585 Shares owned by the Partnerships and OSS Overseas. Mr. Schafer may be deemed to beneficially own 2,413,585 by virtue of his voting and dispositive power over 2,413,585 Shares owned by the Partnerships and OSS Overseas. Mr. Goffe may be deemed to beneficially own 2,413,585 by virtue of his voting and dispositive power over 2,413,585 Shares owned by the Partnerships and OSS Overseas.
- (b) PERCENTAGE BENEFICIALLY OWNED

Based on calculations made in accordance with Rule 13d-3(d), and there being 27,540,000 Shares outstanding:

- (i) Investment Manager may be deemed to beneficially own approximately 8.8% of the outstanding Shares;
- (ii) OSS I may be deemed to beneficially own approximately 0.4% of the outstanding Shares;
- (iii) OSS II may be deemed to beneficially own approximately 3.8% of the outstanding Shares;
- (iv) OSS Overseas may be deemed to beneficially own

- approximately 4.5% of the outstanding Shares;
 (v) General Partner may be deemed to beneficially own approximately 4.2% of the outstanding Shares;
- (vi) SB LLC may be deemed to beneficially own approximately 8.8% of the outstanding Shares;
- (vii) Mr. Schafer may be deemed to beneficially own approximately 8.8% of the outstanding Shares;
- (viii) Mr. Goffe may be deemed to beneficially own approximately 8.8% of the outstanding Shares.
- (c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:
 - (i) Sole power to vote or to direct the vote -0-.
 - (ii) Shared power to vote or to direct the vote 2,413,585.
 - (iii) Sole power to dispose or to direct the disposition of -0-.
 - (iv) Shared power to dispose or to direct the disposition of 2,413,585.

The Investment Manager, the General Partner, SB LLC, Mr. Schafer and Mr. Goffe expressly declare that this filing shall not be construed as an admission that each is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shareholders of OSS Overseas have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for OSS Overseas.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING
COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

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ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2008

Date

/s/ Oscar S. Schafer

Signature

Oscar S. Schafer, Managing Partner

Name/Title

February 14, 2008

Date

/s/ Andrew Goffe

Signature

Andrew Goffe, Managing Member

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2008

Oscar S. Schafer

/s/ Oscar S. Schafer

individually and as senior managing member of (a) O.S.S. Advisors LLC,

for itself and as the general partner of

(i) Oscar S. Schafer & Partners I LP; and (ii)Oscar S. Schafer & Partners II LP; and (b) Schafer Brothers LLC, for itself and as the general partner of O.S.S. Capital Management LP and investment manager of O.S.S. Overseas Fund Ltd.

Andrew Goffe

/s/ Andrew Goffe
-----individually