
**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): August 19, 2013

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.)

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))
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Section 8 Other Events

Item 8.01 Other Events.

Medafor, Inc. posted a letter to its shareholders on its website on August 19, 2013 announcing that it had entered into a definitive merger agreement to be acquired by a third party. A copy of the text of that letter, without the attachment, is attached to this Form 8-K. CryoLife, Inc. owns 2,379,554 shares of Medafor common stock. CryoLife's carrying basis for the Medafor stock is \$2,679,000. To the extent that the merger is completed and CryoLife receives in excess of its carrying basis for its Medafor shares, that amount will be recognized as Other Income. CryoLife cautions its shareholders, however, that there is no guarantee that the merger will be consummated. The Medafor letter states that the transaction is subject to approval of Medafor's shareholders as well as certain regulatory authorities. CryoLife has not had the opportunity to confirm any of the statements made in the attached letter or to review the merger agreement and is therefore unable to determine whether or not the statements made in the letter are accurate or whether there are additional contingencies in the agreement that could cause the transaction to fail to close or otherwise modify the terms of the transaction or the consideration to be received.

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

99.1

Letter from Medafor to its shareholders dated August 19, 2013 (without attachment)

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: August 20, 2013

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

ON MEDAFOR, INC. LETTERHEAD

August 19, 2013

Dear Shareholders,

I am thrilled to share with you that the Medafor Board of Directors has approved a definitive agreement for our company to be acquired by Davol Inc., a division of C. R. Bard, Inc, a publicly traded company, for \$200 million in cash plus up to \$80 million if certain product sales goals are met following the closing. This transaction generates significant value for shareholders and will provide approximately \$6.37 per share cash at closing plus up to \$0.71 per share as funds from an escrow account are distributed and up to \$2.82 per share if the revenue milestones are met. These payouts are estimated subject to final fees, expenses, and other adjustments.

This transaction requires the approval of Medafor shareholders and certain regulatory authorities. We have attached a copy of the C. R. Bard press release announcing the proposed acquisition. We are presently working on a proxy statement that will fully describe the transaction and its background.

This transaction, and the premium price we were able to get for your shares, underscores the soundness of our business strategy and how well our employees executed against that plan. Indeed, the transaction also provides proper value to our life-saving technology and our intellectual property package. Certainly, the road has not always been easy, but we have been buttressed by a patient and loyal investor base that enabled us to stand strong and execute on our business plan to grow the value of our company. It is thanks to your commitment and support that we have been able to reward your patience with this outstanding result.

While Davol might seem like an obvious partner, this was not a decision that came without great consideration. Almost two years ago, our Board began to explore a number of strategic alternatives for the Company to maximize value for shareholders. Since the initiation of that analysis, the Company has considered a range of options – including an IPO, partnering with other companies or continuing to operate Medafor as an independent, privately held stand-alone company. As the proxy material will disclose, after considering all of the alternatives, the merger with Davol was clearly the most attractive choice.

In brief, the Board determined that this was the right partner and the right transaction to achieve maximum value for our shareholders.

We should all feel proud of where we are today. Thank you again for your dedication to Medafor.

Sincerely,

Gary J. Shope
Chief Executive Officer