SEC Form 4

 \square

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OWB APPR	OVAL
OMB Number:	3235-0287
Estimated average bur	den
hours per response:	0.5

1. Name and Address of Reporting Person [*] Horton Amy			2. Issuer Name and Ticker or Trading Symbol <u>CRYOLIFE INC</u> [CRY]	(Check	tionship of Reporting Pe all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify		
(1 +)		() (; -1 -11 -)	3. Date of Earliest Transaction (Month/Day/Year)	X	below)	below)		
(Last)	(First)	(Middle)	02/21/2020	1	VP, Chief Accoun	ting Officer		
CRYOLIFE, INC.			02/21/2020		· ·, oner recounting officer			
1655 ROBERTS BLVD, NW								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicab				
(Street)				Line)				
. ,	C A	20144		X	Form filed by One Rep	porting Person		
KENNESAW	GA	30144			Form filed by More tha Person	an One Reporting		
(City)	(State)	(Zip)						

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)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/21/2020	02/21/2020	F		1,718(1)	D	\$26.2	101,104	D	
Common Stock	02/21/2020	02/21/2020	A		2,300 ⁽²⁾	A	\$ <mark>0</mark>	103,404	D	
Common Stock	02/21/2020	02/21/2020	F		339 ⁽³⁾	D	\$26.2	103,065	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represent shares of restricted stock that were withheld for taxes on the grant vest date.

2. Represents performance stock units granted on February 21, 2017 and earned at approximately 90% of target based on 2017 adjusted EBITDA. Fifty percent (50%) were issued on March 5, 2018. The remaining shares earned in connection with the February 2017 grant will vest and be issued as follows: 50% on 02/21/2019, and 50% on 02/21/2020, assuming continued employment on the relevant vesting date.

3. These shares were withheld upon the vesting of performance stock units to pay tax withholding obligations.

/s/ Amy Horton

02/25/2020

** Signature of Reporting Person Date

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.