SEC Form 4

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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

OMB APPROVAL										
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1. Name and Address of Reporting Person [*] Capps Scott B			2. Issuer Name and Ticker or Trading Symbol CRYOLIFE INC [CRY]	(Check	tionship of Reporting Pers all applicable) Director Officer (give title	10% Owner Other (specify below)	
(Last) (First) (Middle) CRYOLIFE, INC. 1655 ROBERTS BLVD, NW			3. Date of Earliest Transaction (Month/Day/Year) 03/14/2019	X	below) VP, Clinical Re		
(Street) KENNESAW (City)	GA (State)	30144 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	orting Person	

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)				(Instr. 4)
Common Stock	03/14/2019	03/14/2019	F		2(1)	D	\$2 <mark>9</mark> .7	140,453	D	
Common Stock	03/14/2019	03/14/2019	A		3,092 ⁽²⁾	A	\$ <mark>0</mark>	143,545	D	
Common Stock	03/14/2019	03/14/2019	F		466 ⁽³⁾	D	\$28.92	143,079	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)		5. Nur of Deriv Secur Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date		Expiration Date Arr (Month/Day/Year) Se Un De Se			and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Amount of Derivative Securities Security Underlying (Instr. 5) Derivative Security (Instr. 3		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. This is an adjustment to the shares withheld for taxes for the 3/1/2019 PSU Vesting.

2. Represents performance stock units granted on March 12, 2018 and earned at approximately 80% of target based on 2018 adjusted EBITDA. Fifty percent (50%) were issued on March 14, 2018. The remaining shares earned in connection with the March 2018 grant will vest and be issued as follows: 50% on 03/12/2020, and 50% on 03/12/2021, 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/ Scott Capps

** Signature of Reporting Person

03/18/2019

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.