

CRYOLIFE INC  
Form 425  
March 24, 2010

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): March 24, 2010

---

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))



Section 8 Other Events

Item 8.01 Other Events.

On March 24, 2010, CryoLife, Inc. (“CryoLife”) issued a press release to announce the withdrawal of its proposal to acquire Medafor, Inc. (“Medafor”). Also, CryoLife updated the home page and the Frequently Asked Questions portion of the Medafor offer portion of its website. These documents are available at [www.cryolife.com/medaforoffer](http://www.cryolife.com/medaforoffer) and/or have otherwise been disseminated by CryoLife. The press release, the home page of the Medafor offer portion of the CryoLife website and the Frequently Asked Questions portion of the Medafor offer portion of the CryoLife website are attached hereto as Exhibits 99.1, 99.2 and 99.3, respectively.

This filing and the exhibits hereto are provided for informational purposes only and are not offers to purchase nor a solicitation of offers to sell shares of Medafor or CryoLife. Subject to future developments, CryoLife may file a registration statement and/or tender offer documents and/or proxy statement with the SEC in connection with the proposed combination. Shareholders should read those filings, and any other filings made by CryoLife with the SEC in connection with the combination, as they will contain important information. Those documents, if and when filed, as well as CryoLife’s other public filings with the SEC, may be obtained without charge at the SEC’s website at [www.sec.gov](http://www.sec.gov) and at CryoLife’s website at [www.cryolife.com](http://www.cryolife.com).

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	Description
---------	-------------

99.1	Press Release dated March 24, 2010
99.2	Home Page available at <a href="http://www.cryolife.com/medaforoffer">www.cryolife.com/medaforoffer</a>
99.3	Frequently Asked Questions available at <a href="http://www.cryolife.com/medaforoffer">www.cryolife.com/medaforoffer</a>



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: March 24, 2010

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

