

CRYOLIFE INC  
Form 8-K  
May 23, 2011

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): May 18, 2011

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CRYOLIFE, INC.  
(Exact name of registrant as specified in its charter)

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| Florida<br>(State or Other Jurisdiction<br>of Incorporation) | 1-13165<br>(Commission File Number) | 59-2417093<br>(IRS Employer<br>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

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(Former name or former address, if changed since last report)

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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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Section 5 Corporate Governance and Management

## Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2011 Annual Meeting of Stockholders held on May 18, 2011, CryoLife's stockholders re-elected each of the Company's directors that had been nominated to serve until the next annual meeting or until their successors are elected and have been qualified. The stockholders also approved, by non-binding vote, the compensation paid to CryoLife's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, recommended that CryoLife conduct a shareholder advisory vote on executive compensation every year, and ratified the selection of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2011.

In light of the shareholder recommendation regarding the frequency of the shareholder advisory votes on executive compensation, it is the current intention of the CryoLife Board of Directors to conduct an annual shareholder advisory vote on executive compensation until the next required vote on the frequency of shareholder advisory votes on executive compensation.

The final results of the voting on each matter of business at the 2011 Annual Meeting are as follows:

## Election of Directors

| Name                   | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------------|------------|----------------|------------------|
| Steven G. Anderson     | 18,820,042 | 610,442        | 4,613,396        |
| Thomas F. Ackerman     | 18,293,077 | 1,137,407      | 4,613,396        |
| James S. Benson        | 18,806,929 | 623,555        | 4,613,396        |
| Daniel J. Bevevino     | 18,843,792 | 586,692        | 4,613,396        |
| Ronald C. Elkins, M.D. | 18,234,187 | 1,196,297      | 4,613,396        |
| Ronald D. McCall, Esq. | 18,248,244 | 1,182,240      | 4,613,396        |
| Harvey Morgan          | 18,807,599 | 622,885        | 4,613,396        |

Approval, by non-binding vote, of the compensation paid to CryoLife's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 13,063,668 | 4,805,000     | 1,561,816     | 5,614,438        |

Recommendation, by non-binding vote, the frequency with which CryoLife will conduct shareholder advisory votes on executive compensation

| 1 Year     | 2 Years | 3 Years   | Abstain   | Broker Non-Votes |
|------------|---------|-----------|-----------|------------------|
| 15,053,601 | 224,903 | 2,653,731 | 1,498,249 | 5,614,438        |

Ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2011

| Votes For  | Votes Against | Votes Abstain |
|------------|---------------|---------------|
| 24,851,511 | 138,276       | 55,135        |



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: May 20, 2011

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

