

CRYOLIFE INC
Form SC 13G
January 28, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No.)*

CryoLife, Inc.

(Name of Issuer)

\$0.01 par value common stock

(Title of Class of Securities)

228903100

(CUSIP Number)

January 20, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP NO. 228903100

Page 2 of 8 Pages

1 Names of Reporting Persons.

Paul Royalty Fund, L.P.

I.R.S. Identification Nos. of above persons (entities only).

EIN 94-3352104

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

Delaware

Number of 5 **Sole Voting Power**

Shares

Beneficially -0-
Owned by 6 **Shared Voting Power**

Owned by

Each

Reporting 7 2,648,184 (See Item 4)
Person **Sole Dispositive Power**

Person

With -0-

8 Shared Dispositive Power

2,648,184 (See Item 4)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,648,184 (See Item 4)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

11 Percent of Class Represented by Amount in Row (9)

7.9% (See Item 4)

12 Type of Reporting Person (See Instructions)

PN

SCHEDULE 13G

CUSIP NO. 228903100

Page 3 of 8 Pages

1 Names of Reporting Persons.

Paul Capital Management LLC

I.R.S. Identification Nos. of above persons (entities only).

EIN 77-0407165

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

California

Number of 5 **Sole Voting Power**

Shares

Beneficially -0-
6 **Shared Voting Power**

Owned by

Each

Reporting 2,648,184 (See Item 4)
7 **Sole Dispositive Power**

Person

With -0-

8 Shared Dispositive Power

2,648,184 (See Item 4)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,648,184 (See Item 4)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

11 Percent of Class Represented by Amount in Row (9)

7.9% (See Item 4)

12 Type of Reporting Person (See Instructions)

OO

SCHEDULE 13G

CUSIP NO. 228903100

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1 Names of Reporting Persons.

Paul Capital Advisors, L.L.C.

I.R.S. Identification Nos. of above persons (entities only).

EIN 20-0846452

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

Delaware

Number of 5 **Sole Voting Power**

Shares

Beneficially -0-
Owned by 6 **Shared Voting Power**

Each

Reporting 7 2,648,184 (See Item 4)
Person **Sole Dispositive Power**

Person

With -0-

8 Shared Dispositive Power

2,648,184 (See Item 4)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,648,184 (See Item 4)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

11 Percent of Class Represented by Amount in Row (9)

7.9% (See Item 4)

12 Type of Reporting Person (See Instructions)

OO

Item 1.

(a) Name of Issuer:

CryoLife, Inc. (the Issuer)

(b) Address of Issuer s Principal Executive Offices:

1655 Roberts Boulevard, N.W.

Kennesaw, Georgia 30144

Item 2.

(a) Name of Person(s) Filing:

This statement on Schedule 13G is filed by Paul Royalty Fund, L.P. (Paul Royalty), Paul Capital Management LLC (PCM) and Paul Capital Advisors, LLC (PCA) and, collectively with Paul Royalty and PCM, the Reporting Persons).

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is 575 Market St., Suite 2500, San Francisco, CA 94105.

(c) Citizenship:

| | |
|--------------|----------|
| Paul Royalty | Delaware |
|--------------|----------|

| | |
|-----|------------|
| PCM | California |
|-----|------------|

| | |
|-----|----------|
| PCA | Delaware |
|-----|----------|

(d) Title of Class of Securities:

common stock, \$0.01 par value per share (the Common Stock)

(e) CUSIP Number: 228903100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

| Reporting Persons (1) | Shares Held Directly | Sole Voting Power | Shared Voting Power | Sole Dispositive Power | Shared Dispositive Power | Beneficial Ownership | Percentage of Class (2) |
|------------------------------|-----------------------------|--------------------------|----------------------------|-------------------------------|---------------------------------|-----------------------------|--------------------------------|
| Paul Royalty | 2,648,184 | 0 | 2,648,184 | 0 | 2,648,184 | 2,648,184 | 7.9% |
| PCM | 0 | 0 | 2,648,184 | 0 | 2,648,184 | 2,648,184 | 7.9% |
| PCA | 0 | 0 | 2,648,184 | 0 | 2,648,184 | 2,648,184 | 7.9% |

(1) PCM is the general partner of Paul Royalty. PCA is the manager of PCM.

(2) This percentage is calculated based upon (i) 29,764,880 shares of Common Stock outstanding as of December 17, 2015 as disclosed by the Issuer in the Agreement and Plan of Merger (the Merger Agreement), dated as of December 22, 2015, filed as Exhibit 2.1 to its Current Report on Form 8-K filed on December 23, 2015 with the Securities and Exchange Commission, and (ii) 3,703,699 shares of Common Stock issued by the Issuer on January 20, 2016 in connection with the closing of the transactions contemplated by the Merger Agreement, as disclosed by the Issuer in its Current Report on Form 8-K, filed on January 25, 2016 with the Securities and Exchange Commission.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2016

Paul Royalty Fund, L.P.

By: Paul Capital Management LLC

its General Partner

By: Paul Capital Advisors, L.L.C.

its Manager

By: /s/ Debbie A. Wong

Name: Debbie A. Wong

Title: Manager

Paul Capital Management LLC

By: Paul Capital Advisors, L.L.C.

its Manager

By: /s/ Debbie A. Wong

Name: Debbie A. Wong

Title: Manager

Paul Capital Advisors, L.L.C.

By: /s/ Debbie A. Wong

Name: Debbie A. Wong

Title: Manager

JOINT FILING AGREEMENT

In accordance with Rule 13(d)-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such statement.

Dated: January 28, 2016

Paul Royalty Fund, L.P.

By: Paul Capital Management LLC

its General Partner

By: Paul Capital Advisors, L.L.C.

its Manager

By: /s/ Debbie A. Wong

Name: Debbie A. Wong

Title: Manager

Paul Capital Management LLC

By: Paul Capital Advisors, L.L.C.

its Manager

By: /s/ Debbie A. Wong

Name: Debbie A. Wong

Title: Manager

Paul Capital Advisors, L.L.C.

By: /s/ Debbie A. Wong

Name: Debbie A. Wong

Title: Manager