Berard Todd Form 4 February 27, 2019

FORM 4

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Berard Todd Issuer Symbol **BIOLIFE SOLUTIONS INC [BLFS]** (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O BIOLIFE SOLUTIONS. 02/25/2019 below) below) INC., 3303 MONTE VILLA Vice President, Marketing PARKWAY, SUITE 310

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting BOTHELL, WA 98021

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount Price (D)

Common 6,491 02/25/2019 A (1) 41,074 D (1) Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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| 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. Transact Code (Instr. 8) | 5. Number sion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. P. Derri Section (Ins |
|---|---|---|---|--------------------------------------|---|--|--------------------|---|--|-----------------------------|
| | | | | Code V | / (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Award | \$ 0 | 02/25/2019 | | A | 6,491 (2) | (2) | (2) | Common Stock | 6,491 | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Berard Todd C/O BIOLIFE SOLUTIONS, INC. 3303 MONTE VILLA PARKWAY, SUITE 310 BOTHELL, WA 98021

Vice President, Marketing

Signatures

/s/ Todd Berard 02/27/2019

**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) The restricted stock was granted pursuant to the BioLife Solutions 2013 Performance Incentive Plan and vests 25% on the first anniversary of the grant date and thereafter quarterly, in 12 equal quarterly installments.

The restricted stock was granted pursuant to the BioLife Solutions 2013 Performance Incentive Plan. The restricted stock will vest on the date that the registrant files its Annual Report on Form 10-K for the fiscal year ended 2020 and will vest as to between 0% and 200% of

(2) the reported number of shares in column 5 based on the registrant's total shareholder return during the period beginning on January 1, 2019 through December 31, 2020 as compared to the total shareholder return of 20 of the registrant's peers (such peers have been determined by the registrant's compensation committee with assistance of an outside consultant immediately prior to the grant date).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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