

Mathers James
Form 4
February 27, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mathers James

2. Issuer Name and Ticker or Trading Symbol
BIOLIFE SOLUTIONS INC [BLFS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O BIOLIFE SOLUTIONS, INC., 3303 MONTE VILLA PARKWAY, SUITE 310
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President, Global Sales

BOTHELL, WA 98021

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/25/2019 | | A | 8,217 (1) | 17,384 | D | |

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

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SEC 1474 (9-02)

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

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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. Transaction Code (Instr. 8) | 5. Number of 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. Pr Deriv Secur (Instr | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Award | \$ 0 | 02/25/2019 | | A | 8,217 <u>(2)</u> | <u>(2)</u> | <u>(2)</u> | | | Common Stock | 8,217 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mathers James C/O BIOLIFE SOLUTIONS, INC. 3303 MONTE VILLA PARKWAY, SUITE 310 BOTHELL, WA 98021 | | | Vice President, Global Sales | |

Signatures

/s/ Roderick de Greef as
attorney-in-fact 02/27/2019

__Signature of Reporting Person Date

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 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.