

BIOLIFE SOLUTIONS INC  
Form 424B3  
August 07, 2014

Filed pursuant to Rule 424(b)(3)  
Registration Nos. 333-192880 and 333-194697

PROSPECTUS SUPPLEMENT NO. 3  
(to Prospectus dated March 20, 2014)

BioLife Solutions, Inc.

A Minimum of 1,395,350 Units

A Maximum of 3,604,651 Units

Each Unit Consisting of

One Share of Common Stock and

One Warrant to Purchase One Share of Common Stock

The prospectus supplement modifies and supplements the prospectus of BioLife Solutions, Inc. dated March 20, 2014, as supplemented by supplement no. 1 dated March 25, 2014 and supplement no. 2 dated May 8, 2014, which relates to the offer, issuance and sale of 3,604,651 units, with each unit consisting of one share of common stock, \$0.001 par value and one common stock warrant, and up to 3,604,651 shares of common stock upon exercise of the warrants at an exercise price of \$4.75, subject to adjustment.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus, including any amendments or supplements thereto. This prospectus supplement is qualified in its entirety by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

This prospectus supplement includes the attached quarterly report on Form 10-Q, as filed with the Securities and Exchange Commission (the "SEC") on August 7, 2014.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is August 7, 2014.

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 10-Q

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the quarterly period ended June 30, 2014

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from      to

Commission File Number 0-18170

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BioLife Solutions, Inc.  
(Exact name of registrant as specified in its charter)

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DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

94-3076866  
(IRS Employer  
Identification No.)

3303 MONTE VILLA PARKWAY, SUITE 310, BOTHELL, WASHINGTON, 98021  
(Address of registrant's principal executive offices, Zip Code)

(425) 402-1400  
(Telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (S232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post said files). Yes þ No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated

filer " Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes " No ☐

As of July 31, 2014, 12,027,293 shares of the registrant's common stock were outstanding.

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BIOLIFE SOLUTIONS, INC.

FORM 10-Q

FOR THE QUARTER ENDED JUNE 30, 2014

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## BIOLIFE SOLUTIONS, INC.

## Balance Sheets

(unaudited)

	June 30, 2014	December 31, 2013
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 5,902,228	\$ 156,273
Short term investments	6,012,309	—
Accounts receivable, trade, net of allowance for doubtful accounts of \$1,100 at June 30, 2014 and December 31, 2013	566,540	1,009,316
Inventories	678,156	420,924
Prepaid expenses and other current assets	312,148	291,745
Total current assets	13,471,381	1,878,258
Property and equipment		
Leasehold improvements	1,121,362	1,121,362
Furniture and computer equipment	334,159	300,581
Manufacturing and other equipment	828,379	764,258
Subtotal	2,283,900	2,186,201
Less: Accumulated depreciation	(984,882)	(862,157)
Net property and equipment	1,299,018	1,324,044
Long term deposits	36,166	36,166
Deferred financing costs, net	—	114,874
Total assets	\$ 14,806,565	\$ 3,353,342
<b>Liabilities and Shareholders' Equity (Deficiency)</b>		
Current liabilities		
Accounts payable	\$ 170,106	\$ 867,070
Accrued expenses and other current liabilities	10,440	146,626
Accrued compensation	314,957	503,194
Deferred rent	117,501	111,250
Total current liabilities	613,004	1,628,140
Long term liabilities		
Promissory notes payable, related parties	—	10,603,127
Accrued interest, related parties	—	3,501,610
Deferred rent, long term	795,145	891,986
Total liabilities	1,408,149	16,624,863
<b>Commitments and Contingencies (Note 10)</b>		
Shareholders' equity (deficiency)		
	12,027	5,030

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Common stock, \$0.001 par value; 150,000,000 shares authorized,  
12,027,293 and 5,031,336 shares issued and outstanding at June 30,  
2014 and December 31, 2013

Additional paid-in capital	71,727,860	43,618,686
Accumulated other comprehensive income (loss)	(3,507)	—
Accumulated deficit	(58,337,964)	(56,895,237)
Total shareholders' equity (deficiency)	13,398,416	(13,271,521)
Total liabilities and shareholders' equity (deficiency)	\$ 14,806,565	\$ 3,353,342

The accompanying Notes to Financial Statements are an integral part of these financial statements

BIOLIFE SOLUTIONS, INC.  
Statements of Operations  
(unaudited)

Three Months  
Ended June 30,  
2014

Six Months  
Ended June 30,