

CRYO CELL INTERNATIONAL INC
 Form 4
 May 23, 2017

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 *
 Portnoy Mark L.

2. Issuer Name and Ticker or Trading Symbol
 CRYO CELL INTERNATIONAL INC [CCEL]

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

(Last) (First) (Middle)
 700 BROOKER CREEK BLVD., ST. 1800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-Chief Executive Officer

OLDSMAR, FL 34677

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	05/19/2017		P		6,000	A	\$ 5 521,576	D	
Common Stock	05/19/2017		S		18,000	D	\$ 5 102,029	I	by partnership (1)
Common Stock							18,055	I	by 401K

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

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

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. Amount or Number of Shares
Stock Option	\$ 1.72					12/01/2011 12/01/2021	Common Stock	200,000
Stock Option	\$ 2.9					08/31/2011 08/31/2021	Common Stock	100,000
Stock Option	\$ 3.14					04/15/2016 ⁽²⁾ 04/15/2026	Common Stock	59,459

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Portnoy Mark L. 700 BROOKER CREEK BLVD. ST. 1800 OLDSMAR, FL 34677	X		Co-Chief Executive Officer	

Signatures

/s/ Mark Portnoy 05/23/2017

**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) Share of Common Stock held by Capital Asset Fund # 1 Limited Partnership, as to which Mark L. Portnoy may be deemed the beneficial owner as its general partner.
- (2) Stock options vest 1/3 on date of grant, 1/3 on December 1, 2016 and 1/3 on December 1, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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