FORM 4

(Print or Type Responses)

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person – Portnoy Mark L.					2. Issuer Name and Ticker or Trading Symbol CRYO CELL INTERNATIONAL INC [CCEL]						1	Check all applicable) _X_ Director					
	(Last) (First) (Middle) 700 BROOKER CREEK BLVD., ST. 1800				3. Date of Earliest Transaction (Month/Day/Year) 08/30/2019							X_Officer (give title below) Other (specify below) Co-Chief Executive Officer					
OLDSMAR, FL 34677				4. If A	4. If Amendment, Date Original Filed(Month/Day/Year)						6. _> 	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person					
(Ci	ty)	(State)	(Zip)		Table I - Non-Derivative Securities Acq					s Acquire	quired, Disposed of, or Beneficially Owned						
1.Title of S (Instr. 3)	Title of Security nstr. 3) 2. Transaction Date (Month/Day/Ye		Exectar) any	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquire (A) or Disposed of ((Instr. 3, 4 and 5) (A) or Amount (D) P		(D) Ow Tra	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Form: Direct (I or Indirect (I) (Instr. 4)		ship Indire Benef (D) Owne rect (Instr.	ricial ership			
Commor	n Stock						Co	ode v	Amoun	n (D)		7,491			D	7)	
Commor	n Stock											,055		I	[by 4	01K
Commor	ı Stock										91,	,529		I	[by partr	nership
Reminder:			Table	II - Deri	vative S	ecuriti	ies A	this	form ar ently va	re not requ alid OMB o	ired to re ontrol n					SEC 147	(4 (9-02)
1. Title of Derivative Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transac Code	5. Notion of I Second or I of (In:	Number Derivate curities quired (Dispose (D) str. 3, 4	tive (A)	this curre	form ar ently va isposed o conver ercisable Date	re not requalid OMB coof, or Benefitible securit	ired to re ontrol no icially Ov ites)	espond unles umber. wned and Amount erlying	ss the forn	9. Number Derivative Securities Securities Owned Following Reported	r of little litt	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Natur
1. Title of Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	4. Transac Code	puts, ca 5. 1 5. 1 Sec) Acc or 1 of ((In:	Number Derivat curities quired (Dispose (D) str. 3, 4	tive (A) ed	cquired, Di ats, options, 6. Date Exe Expiration 1	form arently values of the convertice of the con	re not requalid OMB coof, or Benefitible securit	ired to reontrol netrol	espond unles umber. wned and Amount erlying	8. Price of Derivative Security	9. Number Derivative Securities Beneficial Owned Following	r of lilly lilly s	10. Ownership Form of Derivative Security: Direct (D)	11. Natur of Indirec Beneficia Ownershi
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Reporting Owners

	Relationships						
Reporting Owner Name / Address	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	09/04/2019
**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) 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.
- $\textbf{(2)} \ \ \textbf{Stock options vest 1/3 on date of grant, 1/3 on December 1, 2016 and 1/3 on December 1, 2017.}$
- (3) Stock options will vest 1/3 on date of grant, 1/3 on December 1, 2018 and 1/3 on December 1, 2019.
- (4) Stock options will vest 1/3 upon date of grant, 1/3 on December 1, 2019 and 1/3 on November 30, 2020.

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.