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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

CRYO CELL INTERNATIONAL, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

228895108

(CUSIP Number)

**Richard Smith
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(415) 773-5830**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 23, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Ki Yong Choi	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,952,471(1)
	8	SHARED VOTING POWER 233,472(2)
	9	SOLE DISPOSITIVE POWER 1,952,471(1)
	10	SHARED DISPOSITIVE POWER 233,472(2)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,185,943(1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.60%(3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

(1) Includes 1,910,596 shares of Common Stock held by Mr. Choi and 41,875 shares of Common Stock subject to stock options held by Mr. Choi that are exercisable within 60 days of the filing date of this Amendment No. 4.

(2) By virtue of being a co-trustee of the Ki Yong Choi and Laura Choi, as trustees UAD 7/27/01 FBO Choi Family Living Trust (the "Trust"), Mr. Choi shares voting and dispositive power over the 233,472 shares of Common Stock held by the Trust.

(3) Based upon 11,752,574 shares of Common Stock outstanding as of April 14, 2011 as reported by the Issuer on its Form 10-Q for the fiscal quarter ended February 28, 2011, plus 41,875 shares of Common Stock subject to stock options that are exercisable within 60 days of the filing date of this Amendment No. 4.

1	NAMES OF REPORTING PERSONS Ki Yong Choi and Laura Choi, as trustees UAD 7/27/01 FBO Choi Family Living Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) PF, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 233,472(1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 233,472(1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,185,943(1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.02%(2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) By virtue of their status as trustees of the Ki Yong Choi and Laura Choi, as trustees UAD 7/27/01 FBO Choi Family Living Trust (the Trust), Ki Yong Choi and Laura Choi may be deemed to have beneficial ownership of the 233,472 shares of Common Stock held by the Trust.

(2) Based upon 11,752,574 shares of Common Stock outstanding as of April 14, 2011 as reported by the Issuer on its Form 10-Q for the fiscal quarter ended February 28, 2011.

Item 1. Security and Issuer

This Amendment No. 4 to Schedule 13D (this "Amendment No. 4") by Ki Yong Choi and the Ki Yong Choi and Laura Choi, as trustees UAD 7/27/01 FBO Choi Family Living Trust (the "Trust", and collectively, the "Reporting Persons") amends and supplements the statement on Schedule 13D originally filed on July 26, 2007 (the "Original Schedule 13D"), and as amended and supplemented by Amendment No. 1 to Schedule 13D filed on July 31, 2007, Amendment No. 2 to Schedule 13D filed on May 1, 2009, Amendment No. 3 to Schedule 13D filed on May 10, 2011 and this Amendment No. 4, the "Schedule 13D") by Mr. Choi relating to the common stock, par value \$0.00 per share (the "Common Stock"), of Cryo-Cell International, Inc., a Delaware corporation (the "Issuer"), with its principal executive offices located at 700 Brooker Creek Boulevard, Suite 1800, Oldsmar, Florida 34677. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended to include the following:

On May 18, 2011, Mr. Choi received a letter from Jones Day on behalf of the Executive Committee of the Issuer (the "Executive Committee Letter"), in response to the formal notice delivered by Mr. Choi to the Issuer on May 9, 2011 (the "Initial Notice"), notifying the Issuer of Mr. Choi's nomination of six individuals for election to the Issuer's Board at the Issuer's 2011 annual meeting of stockholders (including any adjournment or postponement thereof or any special meeting held in lieu thereof). The Executive Committee Letter asserts that the Initial Notice was not in compliance with the advance notice provisions of the Bylaws of the Issuer. A copy of the Executive Committee Letter is filed as Exhibit 11 hereto and is incorporated by reference into this Item 4 as if set out herein in full. On May 23, 2011, counsel for Mr. Choi sent a letter to Jones Day in response to the Executive Committee Letter (the "Choi Response Letter") rejecting the assertion in the Executive Committee Letter that the Initial Notice is not valid. A copy of the Choi Response Letter is filed as Exhibit 12 hereto and is incorporated by reference into this Item 4 as if set out herein in full.

Item 7. Materials to be Filed as Exhibits.

Exhibit 11 Letter from Jones Day, on behalf of the Executive Committee of the Issuer, to Mr. Choi, dated May 18, 2011.

Exhibit 12 Letter from Orrick, Herrington & Sutcliffe, LLP, on behalf of Mr. Choi, to Jones Day, dated May 23, 2011.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: May 23, 2011

/s/ Ki Yong Choi
Ki Yong Choi

**KI YONG CHOI AND LAURA CHOI, AS
TRUSTEES UAD 7/27/01 FBO CHOI FAMILY
LIVING TRUST**

By: /s/ Ki Yong Choi
Ki Yong Choi, Trustee

EXHIBIT INDEX

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- Exhibit 12 Letter from Orrick, Herrington & Sutcliffe, LLP, on behalf of Mr. Choi, to Jones Day, dated May 23, 2011.

JONES DAY

NORTH POINT • 901 LAKESIDE AVENUE • CLEVELAND, OHIO 44114.1190
 TELEPHONE: +1.216.586.3939 • FACSIMILE: +1.216.579.0212

May 18, 2011
 Direct Number: (216) 586-7254
 cjhewitt@JonesDay.com

VIA EMAIL

Ki Yong Choi
 36 Great Circle Dr.
 Mill Valley, California 94941

Dear Mr. Choi:

The Executive Committee of the Board of Directors of Cryo-Cell International, Inc. (the “Company”) is in receipt of your letter dated May 9, 2011 (the “May 9 Letter”), wherein you purport to nominate certain individuals for election to the Board of Directors of the Company at the Company’s 2011 Annual Meeting of Stockholders (the “2011 Annual Meeting”). On behalf of the Executive Committee, this letter serves as notice that because the nominations included in the May 9 Letter were not made in accordance with Article II, Section 10 of the Company’s Amended and Restated Bylaws, the nominations will not be considered at the 2011 Annual Meeting.

Article II, Section 10(b) of the Company’s Amended and Restated Bylaws provides that “[n]ominations of persons for election as directors of the Company may be made only at an annual meeting of the shareholders (i) by or at the direction of the Board or (ii) by any shareholder *that is a shareholder of record at the time of giving of notice* provided for in this Section 10.” (emphasis added). Similarly, Article II, Section 10(c) of the Company’s Amended and Restated Bylaws provides that a shareholder’s notice must set forth or include “a representation that the shareholder giving the notice is a *holder of record of stock* of the Company ...” (emphasis added). In the May 9 Letter, you acknowledge that:

- you are “the beneficial holder of shares of common stock of the Company held in [your] brokerage account with Charles Schwab & Co...”; and
- “Cede & Co., as the nominee of The Depository Trust Company, is the holder of record of the shares held in [your] brokerage account.”

By your own admission, and as verified by the Company’s transfer agent, you were not a shareholder of record at the time you purported to give notice of your nominations pursuant to the May 9 Letter. As recently confirmed by the Court of Chancery of Delaware, “beneficial holders are not record holders.” *Kurz v. Holbrook*, 989 A.2d 140, 174 (Del. Ch. 2010), *aff’d in part and rev’d in part, Crown EMAK Partners, LLC v. Kurz*, 992 A.2d 377 (Del. 2010). Because you were not a shareholder of record (and because you did not represent yourself to be one) at the time you purported to give notice of your nominations pursuant to the May 9 Letter, the May 9 Letter does not comply with the advance notice provisions in Article II, Section 10(b) of the

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Ki Yong Choi
May 18, 2011
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JONES DAY

Company's Amended and Restated Bylaws. This defect in your notice cannot be cured. Consequently, the nominations included in the May 9 Letter will not be considered at the 2011 Annual Meeting.

Furthermore, the deadline for shareholders of record to timely submit nominations under Article II, Section 10(b) of the Company's Amended and Restated Bylaws for the 2011 Annual Meeting has passed as the Executive Committee currently intends to set the meeting date for the 2011 Annual Meeting within 30 calendar days of the anniversary of the 2010 Annual Meeting of Stockholders. No further nominations will be considered at this time for the 2011 Annual Meeting.

If you have any questions about the foregoing, please contact the undersigned at 216.586.7254 or Bill Haubert of Richards, Layton & Finger, P.A., at 302.651.7559.

Very truly yours,



Christopher J. Hewitt

cc: Andrew J. Filipowski, Chairman, Executive Committee
William J. Haubert, Richards, Layton & Finger, P.A.
Richard Smith, Orrick, Herrington & Sutcliffe LLP
Karen Dempsey, Orrick, Herrington & Sutcliffe LLP

Richard V. Smith
(415) 773-5830
rsmith@orrick.com

May 23, 2011

VIA EMAIL AND FEDERAL EXPRESS

Christopher J. Hewitt
Jones Day
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114-1190

Dear Mr. Hewitt:

Our client, Mr. Ki Yong Choi, has asked us to respond to your letter to him of May 18, 2011 (the "May 18 Letter"). In the May 18 Letter, you report that the Executive Committee of the Board of Directors of Cryo-Cell International, Inc. ("Cryo-Cell or the "Company") has determined that Mr. Choi's notice of intent to nominate director candidates at the Company's upcoming annual meeting of stockholders failed to comply with the advance notice provisions of the Company's Amended and Restated Bylaws (the "Bylaws"). You further report that, because of this purported defect, the director candidates nominated by Mr. Choi will not be considered at the annual meeting. Mr. Choi was understandably dismayed by the tone and content of your letter, which reveal the Executive Committee's obvious desire to hide behind a technical reading of the Bylaws in order to entrench its members and avoid a full and fair electoral contest.

According to the May 18 Letter, only a "shareholder of record" may submit a proper notice of intent to nominate directors (a "Nomination Solicitation Notice"), and Mr. Choi failed to comply with that requirement because he was "not a shareholder of record" at the time he submitted his Nomination Solicitation Notice. The Executive Committee's position is meritless.

First, the contention that only a "shareholder of record" may submit a Nomination Solicitation Notice contradicts the plain language of Section 10 of the Bylaws, which explicitly contemplates that "beneficial owners" of the Company's stock may submit a Nomination Solicitation Notice. *See* Bylaws, Art. II, § 10 ("If a shareholder, **or a beneficial owner** on whose behalf any such nomination is made, has provided the Company with a Nomination Solicitation Notice....") (emphasis added). The Executive Committee's interpretation of the Bylaws would read this language out of existence.

Second, any doubt about the proper interpretation of the Bylaws must be resolved in Mr. Choi's favor, both because any ambiguity must be resolved in favor of the stockholder franchise, and because any ambiguity in a corporate instrument must be construed against the drafter. *See Levitt Corp. v. Office Depot, Inc.*, C.A. No. 3622, 2008 WL 1724244, at *5 (Del. Ch. Apr. 14, 2008); JANA

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May 23, 2011
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Master Fund, Ltd. v. CNET Networks, Inc., 954 A.2d 335, 339 (Del. Ch. 2008); *Harrah's Entm't, Inc. v. JCC Holding Co.*, 802 A.2d 294, 310 (Del. Ch. 2002).

Third, Mr. Choi's Nomination Solicitation Notice obviously satisfies the underlying purpose of the disputed Bylaw provision, which is to ensure that only *bona fide* stockholders may submit Nomination Solicitation Notices. The Executive Committee cannot credibly dispute the fact that Mr. Choi is a stockholder. The Company's 2008, 2009 and 2010 proxy statements each list Mr. Choi as a stockholder. Item 12 of Part III of the Company's Form 10-K filed for the year ended November 30, 2010 lists Mr. Choi as a stockholder. In 2008, the Company entered into an agreement with Mr. Choi in which the Company acknowledged that Mr. Choi was a holder of common shares of the Company.

In litigation over the election of directors at Cryo-Cell's 2007 annual meeting, the Delaware Court of Chancery criticized the incumbents' interference with the electoral process and characterized them as "insiders who could not win an election simply using the traditionally powerful advantages afforded incumbents." The Executive Committee's decision to reject Mr. Choi's Nomination Solicitation Notice for the 2011 annual meeting demonstrates that it is headed down a similar path.

We respectfully request that the Executive Committee reconsider its position on the validity of Mr. Choi's Nomination Solicitation Notice as soon as possible.

Very truly yours,

/s/ Richard Vernon Smith

Richard Vernon Smith

RVS/ldn

cc: Ki Yong Choi