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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Portnoy Mark L.</u> _____ (Last) (First) (Middle) 700 BROOKER CREEK BLVD SUITE 1800 _____ (Street) OLDSMAR FL 34677 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CRYO CELL INTERNATIONAL INC [CCEL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Co-CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock							821,973	D		
Common Stock							42,266	I	By 401K	
Common Stock							71,529	I	By Partnership ⁽¹⁾	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$7.53							08/30/2019	08/30/2029	Common stock	22,222	22,222	D		
Stock Option	\$7.28							12/20/2019	12/20/2029	Common Stock	20,000	20,000	D		
Stock Option	\$12.27							12/22/2021 ⁽²⁾	12/22/2028	Common Stock	100,000	100,000	D		
Stock Option	\$4.77							01/03/2023 ⁽³⁾	01/03/2028	Common Stock	25,000	25,000	D		
Stock Option	\$4.3							12/23/2022	12/23/2027	Common Stock	25,000	25,000	D		
Stock Option	\$6.47							12/22/2023 ⁽⁴⁾	12/22/2028	Common Stock	25,000	25,000	D		
Stock Option	\$8.08	01/21/2025		A		25,000		01/21/2025 ⁽⁵⁾	01/21/2030	Common Stock	25,000	\$8.08	25,000	D	

Explanation of Responses:

- Shares of common stock held by Capital Asset Fund #1 Limited Partnership, as to which Mark Portnoy may be deemed beneficial owner as its general partner.
- Stock options will vest immediately if the price of the Company's common stock reaches \$25.00 per share during the seven-year option term.
- 8,750 stock options vest upon issuance, 8,749 options vest on 1/2/2024, 21,000 options vest on 1/2/2025 and 11,501 options vest on 1/2/2026.
- Stock options vest 1/3 upon issuance, 1/3 on December 22, 2024 and 1/3 on December 22, 2025.
- Stock options vest 1/3 upon issuance, 1/3 on January 21, 2026 and 1/3 on January 21, 2027.

/s/ Mark Portnoy

01/23/2025

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

