

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) OCTOBER 31, 1997

Commission File Number 000-23386

CRYO-CELL INTERNATIONAL, INC.

(Name of Small Business Issuer in its charter)

DELAWARE

22-3023093

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer
Identification No.)

3165 MCMULLEN BOOTH ROAD, BUILDING 5, CLEARWATER, FL 33761

(Address of Principal Executive Offices) (Zip Code)

Issuer's phone number, including area code: (813) 723-0333

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

On October 31, 1997 the Company filed a multi-count lawsuit in United States District Court, Northern District of New York, Albany, New York, claiming that Stainless Design Corporation of Saugerties, New York, and one of its officers breached its contract among other things, with the Company in relation to the manufacture of cellular storage systems. The attorneys will determine damages.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CRYO-CELL INTERNATIONAL, INC.

Date: November 18, 1997

By: /s/ BRIAN K. BURKE

Brian K. Burke
Vice President and Chief
Financial Officer