

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CRYO-CELL INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

22-302-3093

(State or other jurisdiction of
incorporation or organization)

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

3165 MCMULLEN BOOTH ROAD, BUILDING #5
CLEARWATER, FL 33761
(727) 723-0333

(Address of Registrant's principal executive offices, including zip code)

ADVISOR COMPENSATION PLAN
(Full title of the Plan)

DANIEL RICHARD, CHIEF EXECUTIVE OFFICER
3165 MCMULLEN BOOTH ROAD, BUILDING #5
CLEARWATER, FL 33761
(727) 723-0333

(Name, address and telephone number of agent for service)

Approximate Date of Proposed Sale to the Public:
As soon as practicable after this Registration Statement becomes effective.

<TABLE>
<CAPTION>

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
<S> Common Stock, \$0.01 Par Value(1)	<C> 10,000(1)	<C> \$5.875(2)	<C> \$58,750	<C> \$16.33

</TABLE>

- 1 Includes 10,000 shares of common stock, issuable for counseling and advisory services to Coleman Sudol.
2 Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(c) of the Securities Act of 1933, based on the average of the high and low sales prices of a share of Common Stock of the Company on the Nasdaq National Market System on November 5, 1999.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed by CRYO-CELL International, Inc., a Delaware corporation (the "Company") with the Securities and Exchange Commission (the "Commission") are incorporated into this registration statement by reference.

1. The Company's Annual Report on Form 10-KSB for the fiscal year ended November 30, 1998, filed with the Commission on March 16, 1999.

2. The description of the Company's Common Stock is contained in its Registration Statement on Form 8A dated February 4, 1994, filed pursuant to Section 12 of the Securities Exchange Act of 1934.

In addition, all reports and other documents that we subsequently file pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in, and to be a part of, this registration statement from the date of filing of such documents (such documents, and the documents enumerated above, being referred to in this registration statement as "Incorporated Documents").

To the extent information contained in this registration statement or any Incorporated Document differs from information contained in an earlier-filed Incorporated Document, rely on the different information in this registration statement or the later-filed Incorporated Document.

ITEM 4. DESCRIPTION OF SECURITIES.

The class of securities covered by this Registration Statement is registered under Section 12(g) of the Securities Exchange Act of 1934, as amended.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The securities covered by this Registration Statement are issuable to attorneys at Coleman Sudol for legal counseling and advisory services.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Company's Bylaws and the Delaware General Corporation Law provide for indemnification of directors and officers against certain liabilities. Officers and directors of the Company are indemnified generally against expenses actually and reasonably incurred in connection with proceedings, whether civil or criminal, provided that it is determined that they acted in good faith, were not found guilty, and, in any criminal matter, had reasonable cause to believe that their conduct was not unlawful.

The Company's Certificate of Incorporation further provides that a director of the Company shall not be personally liable for monetary damages to the Company or its shareholders for breach of any fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the unlawful payments of dividends or stock redemption by the company or (iv) for any transaction from which the director derives an improper personal benefit.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

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ITEM 8. EXHIBITS.

The exhibits required by Item 601 of Regulation S-K are listed in the Exhibit Index hereto.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Company hereby undertakes:

- 1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum

offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.
- 2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- 3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Clearwater, State of Florida on November 17, 1999.

CRYO-CELL INTERNATIONAL, INC.

By: /s/ DANIEL D. RICHARD

Daniel D. Richard
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Daniel D. Richard and each of them, his true and lawful attorney-in-fact and agent, each with full power of substitution and revocation, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each such attorney-in-fact and

agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement and the foregoing power of attorney have been signed by the following persons in the capacities and on the dates indicated:

<TABLE> <CAPTION> NAME - - - - -	TITLE -----	DATE -----
<S> /s/ DANIEL D. RICHARD - - - - - Daniel D. Richard	<C> Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	<C> November 17, 1999
/s/ GERALD F. MAASS - - - - - Gerald F. Maass	Vice President and General Manager, Director	November 17, 1999
/s/ JILL M. TAYMANS - - - - - Jill M. Taymans	Chief Financial Officer	November 17, 1999
/s/ ED MODZELEWSKI - - - - - Ed Modzelewski	Director	November 17, 1999
/S /FREDERICK C.S. WILHELM - - - - - Frederick C.S. Wilhelm	Director	November 17, 1999

EXHIBIT INDEX

EXHIBIT NUMBER - - - - -	DESCRIPTION OF EXHIBIT -----
4.1	Retainer Agreement with Coleman Sudol
5.1	Opinion of Thaddeus Freeman as to the legality of the securities being registered.
23.1	Consent of Thaddeus Freeman (included in its opinion filed as Exhibit 5).
23.2	Consent of Mirsky, Furst & Associates, P.A..
24	Power of Attorney (included with the signature page to this registration statement).

RETAINER AGREEMENT

This Agreement is by and between Henry D. Coleman and R. Neil Sudol of Coleman Sudol, LLP, having a business address at 708 Third Avenue, Fourteenth Floor, New York, New York 10017-4101, (hereinafter "LAWYERS") and CRYO-CELL International, Inc. (hereinafter "CLIENT"), a corporation organized and existing under the laws of the State of Delaware and having a business address at 3165 McMullen Booth Road, Bldg. B, Clearwater, Florida 33761,

WHEREAS LAWYERS practice law in the area of intellectual property, including, but not limited to, patent, trademark, unfair competition, trade secret, and copyright law.

WHEREAS CLIENT, an international technology company, requires patent counsel on a continuing basis for purposes of advising company employees as to intellectual property affairs, including, but not limited to, patent, trademark, unfair competition, trade secret, and copyright issues.

WHEREAS CLIENT has utilized the professional services of LAWYERS, for nine years and wishes to continue using those services.

Now, therefore, the parties agree as follows:

1. CLIENT will continue to request advice and other legal services from LAWYERS, as the need arises in the course of CLIENT'S business.
2. LAWYERS will provide professional services to CLIENT in response to requests for such services from CLIENT.
3. LAWYERS will invoice CLIENT for services rendered and out-of-pocket expenses incurred as services are performed and expenses incurred.
4. On request by LAWYERS, CLIENT will issue stock to LAWYERS individually in equal amounts to collectively equal or exceed invoiced amounts outstanding, the number of shares of stock being sufficient at the then current market prices so that an immediate sale of the issued stock by LAWYERS will eliminate the accrued debt owed to LAWYERS by CLIENT.
5. Notwithstanding the foregoing, CLIENT has the option, on any request made by LAWYERS under Paragraph 4 above, to settle the invoiced amounts outstanding partially or totally by a cash payment to LAWYERS.
6. This Agreement may be terminated at any time by either party. Upon termination, amounts owed by CLIENT to LAWYERS will be settled pursuant to Paragraph 4 or 5 above.

IN WITNESS WHEREOF, the parties have executed or have caused this Agreement to be executed, in duplicate, by themselves or their respective duly authorized representatives.

THADDEUS FREEMAN
 ATTORNEY AT LAW
 8150 CYPRESS GARDEN COURT
 LARGO, FL 33777
 (727) 394-0133

BOARD CERTIFIED BUSINESS LITIGATION
 - --FLORIDA BAR

BOARD CERTIFIED CIVIL TRIAL
 -- TEXAS BD. OF LEGAL SPEC.

November 5, 1999

CRYO-CELL International, Inc.
 3165 McMullen Booth Road
 Building #5
 Clearwater, FL 33761

RE: CRYO-CELL International, Inc.; proposed registration statement for
 Coleman Sudol agreement

At your request, I have examined the proposed form of "Registration Statement which CRYO-CELL International, Inc. (the "Corporation") intends to file with the Securities and Exchange Commission, Form S-8 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of 10,000 shares of the Corporation's Common Stock (the "Stock") in relation to the Retainer Agreement (the "Agreement") between the Corporation and Coleman, Sudol, LLP (the "Attorneys").

In rendering the following opinion, I have examined and relied only upon the documents, certificates of officers and directors of, and correspondence from the Corporation as are specifically described below. In my examination, I have assumed the genuineness of all signatures, the authenticity, accuracy and completeness of the documents, whether originals, copies, or telecopies, submitted to me, and the assumed that the copies and telecopies sent me conform to their original counterparts. Moreover, I have assumed that the Agreement has been or will be properly executed by the Corporation and the Attorneys. My examination was limited to the provisions in the following documents, and no others:

1. Certificate of Incorporation of CRYO-CELL International, Inc. filed September 11, 1989, with the State of Delaware, Office of Secretary of State, which authorizes the issuance of up to 7,500,000 shares of common stock of the said corporation.
2. Certificate of Amendment of CRYO-CELL International, Inc. filed October 25, 1994, with the State of Delaware, Office of Secretary of State, which authorizes the issuance of up to 500,000 preferred shares of stock and up to 15,000,000 common shares of stock of the said corporation.
3. By Laws of CRYO-CELL International, Inc. dated September 11, 1989, which provide for the issuance of fractional shares, of stock of said corporation by the Board of Directors once same are fully paid and give the Board of Directors control and management of the affairs, property, and interests of the said corporation.
4. Agreement.
5. Unanimous Resolution of the Board of Directors of the Corporation dated October 28, 1999, which provides for the Corporation's filing of the Registration Agreement and issuance of the shares as compensation for services rendered by the Attorneys.
6. Correspondence from Jill Taymans, CFO CRYO-CELL International, inc. dated November 4, 1999, which states that the Corporation is authorized to issue 15,000,000 shares and that there are 8,834,655 shares outstanding.

I have not undertaken nor do I intend to undertake, any independent investigation beyond such documents, records, and correspondence, or to verify the adequacy or accuracy of such documents, records, and correspondence, including all legal and/or factual statements in the Registration Statement.

Based on the foregoing, it is my opinion that the Stock to be issued under the Agreement, subject to the effectiveness of the Registration Statement and compliance with applicable "blue sky" laws

when issued upon exercise of the options granted under the Agreement, will be duly and validly authorized, fully paid, and non-assessable.

I express no opinion as to compliance with the securities or "blue sky" laws of any state in which the Stock is proposed to be offered and sold or as to the effect, if any, which non compliance with such laws might have on the validity of issuance of the Stock.

I consent to the filing of this opinion as an exhibit to any filing made with the Securities and Exchange Commission. Other than as provided in the preceding sentence, this opinion (i) is addressed solely to you, (ii) may not be relied upon by any other party, (iii) covers only matters of Florida and federal law and nothing in this opinion shall be deemed to imply any opinion related to the laws of any other jurisdiction, (iv) may not be quoted or reproduced or delivered by you to any other person, and (v) may not be relied upon for any other purpose whatsoever. Nothing stated in this letter shall be deemed to relate to or constitute an opinion concerning matters not specifically set forth above. No other opinion, express or implied, is being rendered.

By giving you this opinion and consent, I do not admit that I am an expert with respect to any part of the Registration Statement or Prospectus within the meaning of the terms "expert" as used in Section 11 of the Securities and Exchange Commission as promulgated under same.

The information set forth above is as of the date of this letter. I disclaim any undertaking to advise you of changes, which may be brought to my attention after the effective date of the Registration Statement.

/s/ THADDEUS FREEMAN

Thaddeus Freeman

CONSENT OF
MIRSKY, FURST & ASSOCIATES, P.A.

We hereby consent to the incorporation by reference in this Prospectus constituting part of the Registration Statement of Form S-8 of our reports appearing in the CRYO-CELL INTERNATIONAL, INC., a Delaware corporation, Form 10-KSB filed for the year ended November 30, 1998.

Dated: /s/ NOVEMBER 5, 1999

/s/ MIRSKY, FURST & ASSOCIATES, P.A
