

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 11, 2003

**CRYO-CELL International, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**0-23386**

(Commission File Number)

**22-3023093**

(IRS Employer  
Identification No.)

**3165 McMullen Booth Road, Bldg. B, Clearwater, FL**

(Address of principal executive offices)

**33761**

(Zip Code)

Registrant's telephone number, including area code: (727) 450-8000

**Not applicable**

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

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**Item 4. Changes to Registrant's Certifying Accountant.**

On March 11, 2003, upon the recommendation and approval of its Board of Directors and its Audit Committee, CRYO-CELL International, Inc. (the "Company") dismissed Weinick Sanders Leventhal & Co., LLP ("Weinick Sanders") as the Company's independent auditors. On the same date, the Company engaged Ernst & Young LLP ("E&Y") to serve as the Company's independent auditors.

Weinick Sanders' reports on the Company's consolidated financial statements for each of the fiscal years ended November 30, 2002 and 2001 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended November 30, 2002 and 2001 and subsequently through the date of its dismissal, there were no disagreements with Weinick Sanders on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Weinick Sanders' satisfaction, would have caused them to make reference to the subject matter in connection with their report on the Company's consolidated financial statements for such years. The Company requested Weinick Sanders Leventhal & Co., LLP to furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether Weinick Sanders Leventhal & Co., LLP agreed with certain statements. A copy of the letter from Weinick Sanders to the Securities and Exchange Commission dated March 14, 2003, stating whether or not it agrees with the above statements, is included as Exhibit 16.1 to this report.

During the fiscal years ended November 30, 2002 and 2001 and subsequently through the date of E&Y's engagement, the Company did not consult E&Y with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, or any disagreement or event described under Item 304(a)(i)(iv) of Regulation S-B.

**Item 7. Financial Statements and Exhibits**

- (c) Exhibits.
- 16.1 Letter from Weinick Sanders Leventhal & Co., LLP dated March 14, 2003
- 99.1 Press Release dated March 14, 2003



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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
16.1	Letter from Weinick Sanders Leventhal & Co., LLP dated March 14, 2003
99.1	Press Release dated March 14, 2003

**WEINICK  
SANDERS  
LEVENTHAL & CO., LLP**

1375 BROADWAY  
NEW YORK, N.Y. 10018-7010

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CERTIFIED PUBLIC ACCOUNTANTS

212-869-3333  
FAX: 212-764-3060

WWW.WSLCO.COM

March 14, 2003

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Ladies and Gentlemen:

We have read the statements made by CRYO-CELL International, Inc., which we understand will be filed with the Commission, pursuant to Item 4 of Form 8-K, as part of the Company's Form 8-K report dated March 14, 2003. We agree with the statements concerning our Firm in such Form 8-K.

Very truly yours,

/s/ **Weinick Sanders Leventhal & Co., LLP**  
**New York, N. Y.**

**FOR IMMEDIATE RELEASE**

**Contact:** Jill Taymans  
727-723-0333  
727-723-0444 (Fax)  
investor.relations@cryo-cell.com

**CRYO-CELL ANNOUNCES change in AUDITORS**

**Clearwater, FL – March 14, 2003** - CRYO-CELL International, Inc. (NASDAQ: CCEL) announced today that on March 11, 2003, upon the recommendation and approval of its Board of Directors and its Audit Committee, CRYO-CELL engaged Ernst & Young, LLP to serve as the Company's independent auditors. At the same time, the previous auditors, Weinick Sanders Leventhal & Co., LLP, were dismissed as CRYO-CELL's independent auditors.

**About CRYO-CELL International**

Based in Clearwater, Florida, CRYO-CELL is now the world's largest and fastest growing U-Cord™ stem cell banking firm, offering affordable cord blood storage exclusively for the benefit of newborn babies and possibly other members of their family. CRYO-CELL has pioneered American's most affordable U-Cord preservation program.

CRYO-CELL is a publicly traded company. NASDAQ Symbol ... C C E L.

**Forward Looking Statement**

Statements wherein the terms "believes", "intends", "projects" or "expects" as used are intended to reflect "forward looking statements" of the Company. The information contained herein is subject to various risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated in such forward looking statements or paragraphs. Readers should carefully review the risk factors described in other documents the Company files from time to time with the Securities and Exchange Commission, including the most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K filed by the Company.