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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of report (date of earliest event reported): January 15, 2008**

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**CRYO-CELL INTERNATIONAL, INC.**

(Exact name of registrant as specified in charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-23386**  
(Commission file number)

**22-3023093**  
(IRS employer  
identification number)

**700 Brooker Creek Blvd., Suite 1800**  
**Oldsmar, Florida 34677**  
(Address of principal executive offices, zip code)

**Registrant's telephone number, including area code: (813) 749-2100**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 15, 2008, the Delaware Court of Chancery issued an opinion in a case brought by David Portnoy, a stockholder of the Company, challenging the election results of the annual meeting of stockholders held on July 16, 2007. The description of the opinion in the press release attached as Exhibit 99.1 is incorporated herein by reference. The court's opinion directed that only the incumbent directors who sat on the Cryo-Cell Board of Directors immediately prior to the 2007 annual meeting will continue in office until the special meeting of stockholders is held. These directors are Mercedes Walton, Gaby W. Goubran, Jagdish Sheth, Ph.D., Anthony P. Finch and Scott Christian.

**Item 8.01. Other Events.**

On January 17, 2008, Cryo-Cell International, Inc. issued a press release regarding an opinion issued by the Delaware Court of Chancery. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated by reference to this Item.

**Item 9.01. Financial Statements and Exhibits.**

(a) Not Applicable

(b) Not Applicable

(c) Exhibits

99.1 Cryo-Cell International, Inc. Press Release dated January 17, 2008.

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**SIGNATURE**

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.  
(REGISTRANT)

Date: January 17, 2008

By: /s/ Jill M. Taymans  
JILL M. TAYMANS, *Chief Financial Officer*

**DELAWARE CHANCERY COURT REJECTS PORTNOY REQUEST  
TO SEAT DISSIDENT SLATE IN CRYO-CELL ELECTION;  
INCUMBENT BOARD TO CONTINUE IN OFFICE  
UNTIL SPECIAL STOCKHOLDERS MEETING**

Oldsmar, Fla. – January 17, 2008 – On January 15, 2008, the Delaware Court of Chancery issued an opinion in a case brought by David Portnoy, a stockholder of Cryo-Cell International Inc. (OTC Bulletin Board: CCEL), challenging the election results of the annual meeting of stockholders held on July 16, 2007. The court rejected Mr. Portnoy's requested relief that his proposed slate be seated as the Company's Board of Directors and noted that the Portnoy slate's "lack of experience in the stem cell industry and inexperience with public companies . . . . was evident in the vague business plan they ultimately presented in their proxy statement, which consisted of generic statements about eliminating unnecessary costs and considering strategic alternatives to increase stockholder value." The court, however, did order the Company to hold a special meeting of stockholders for the purpose of holding a new election of directors. The directors who sat on the Cryo-Cell Board of Directors prior to the 2007 annual meeting will continue in office until the special meeting of stockholders is held.

"We are pleased that the court rejected Mr. Portnoy's request to seat his director nominees as the Cryo-Cell Board of Directors," said Mercedes Walton, Cryo-Cell's Chairman and CEO. Ms. Walton continued, "We welcome the opportunity to once again make our case to the stockholders of Cryo-Cell as to the importance of maintaining a Board and management team with a proven track record in the stem cell preservation industry and in the business of regenerative science.

The parties have been directed to meet with the court in the next several days to discuss the particulars of the special meeting, and the Company will provide additional information about the meeting when it is available.

**About Cryo-Cell International Inc.**

Based in Oldsmar, Florida, with over 140,000 clients worldwide, Cryo-Cell is one of the largest and most established family cord blood banks. ISO 9001:2000 certified and accredited by the AABB, Cryo-Cell operates in a state-of-the-art Good Manufacturing Practice and Good Tissue Practice (cGMP/cGTP)-compliant facility. Cryo-Cell is a publicly traded company. OTC Bulletin Board Symbol: CCEL. For more information, please call 1-800-STOR-CELL (1-800-786-7235) or visit [www.cryo-cell.com](http://www.cryo-cell.com).

Cryo-Cell expects to file a proxy statement with the Securities and Exchange Commission and to send the proxy statement to shareholders in connection with this special meeting to elect directors. The Company urges investors and stockholders to read the proxy statement carefully when it is available. The proxy statement will contain important information about the proposals to be brought before the annual meeting. Investors and shareholders will be able to obtain free copies of the proxy statement, once available, as well as other filings made by the Company with the Commission, through the Web site maintained by the Commission at <http://www.sec.gov>. Free copies of the proxy statement, once available, may also be obtained by stockholders by directing a request to the Company at: Cryo-Cell International, Inc., 700 Brooker Creek Blvd., Suite 1800, Oldsmar, Florida 34677, Attention: Corporate Secretary.

Cryo-Cell, its directors, executive officers and certain other members of management and employees may be soliciting proxies from the Company's stockholders in connection with the special meeting. Information concerning the Company is set forth in its filings with the Commission and information regarding other possible participants in the solicitation is set forth in the Company's proxy statement filed by the Company with the Commission on June 8, 2007.

Contact: Jill Taymans, Chief Financial Officer  
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