

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE 14A
(Rule 14a-101)**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Cryo-Cell International, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



*Presentation to ISS
Review of Performance and
Shareholder Value Creation*

Ms. Mercedes Walton

Mr. Anthony Finch

Ms. Jill Taymans

August 9, 2011

FORWARD-LOOKING STATEMENTS

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/Audience 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.



COMPANY & INDUSTRY OVERVIEW

PUBLIC COMPANY PROFILE

OTC.QB

- CCEL
- Public since 1991

Shares Outstanding

- 11.7 million
- Approx. 5,000 shareholders

FY'10 Annual Revenue

- \$17.6 million

Current Market Capitalization

- ≈ \$35 million

Officers

- Mercedes Walton, Chairman & CEO
- Jill Taymans, VP & Chief Financial Officer
- Julie Allickson, PhD, VP Lab Operations

Board of Directors

- 7 members; will be 6 at next annual meeting

Medical & Scientific Advisory Board

- Multi-Disciplinary: Hematology/Oncology; Infectious Disease; Stem Cell Transplant; Clinical Pathology; Transfusion Medicine; OB/GYN

Incorporation

- 1989 in Delaware

Headquarters

- Oldsmar, FL
- 28,000 Sq. Ft.
- 60 Associates



BUSINESS OVERVIEW

One of the world's largest and most established cord blood stem cell banks

Services

- **U-Cord®**: Collection and cryopreservation of stem cells from umbilical cord blood
- **Célle**: Collection and preservation of stem cells from menstrual fluid (MenSC)
- **Cryology**: Cryopreservation and transportation coordination of reproductive tissue
- **U-Cord® Plus**: Cord tissue and cord blood stem cell cryopreservation

Client Base

- Over 235,000 worldwide

Markets Served

- United States
- Mexico, Central America, South America
- India, Thailand, Malaysia, China, Pakistan

Revenue Sources

- Service fees for cord blood and menstrual fluid collection and preservation
- Recurring annual storage fees
- Licensing fees and royalties from global affiliates



U.S. CORD BLOOD BANKING MARKET DYNAMICS

Large and Growing Market

- 4 million annual births
- Target market: 800,000 to 1,000,000 annually⁽¹⁾

Low Penetration Rate

- Current annual penetration rate: less than 8.0%⁽²⁾

Highly-Fragmented

- Approx. 25 competitors (of which two are publicly traded – PKN and CBAI)
- 3 companies hold 75 - 80% market share

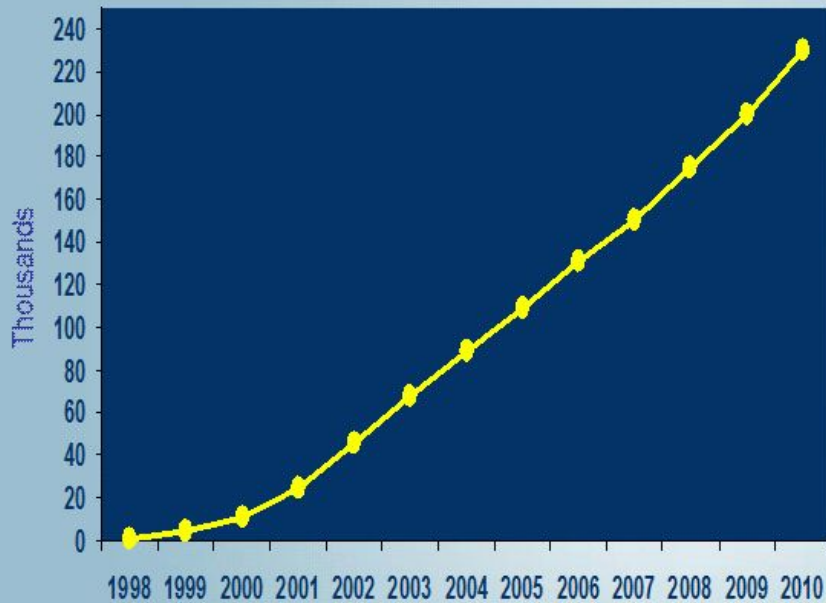
High Barriers to Entry

- Increased government regulation
- Significant capital investment
- High costs of operation
- Increasing presence of public cord blood banks

⁽¹⁾ Based on target demographics

⁽²⁾ Based on target market. First Call research estimates

CRYO-CELL PERFORMANCE HIGHLIGHTS: FY2010



U-CORD® SPECIMENS PROCESSED AND STORED (CUMULATIVE)

- Proven Financial Performance
- Cash Flow Positive
- Growing installed base
- Technology License Royalties
- Strong cash position
- No long-term debt
- Expansive IP Portfolio

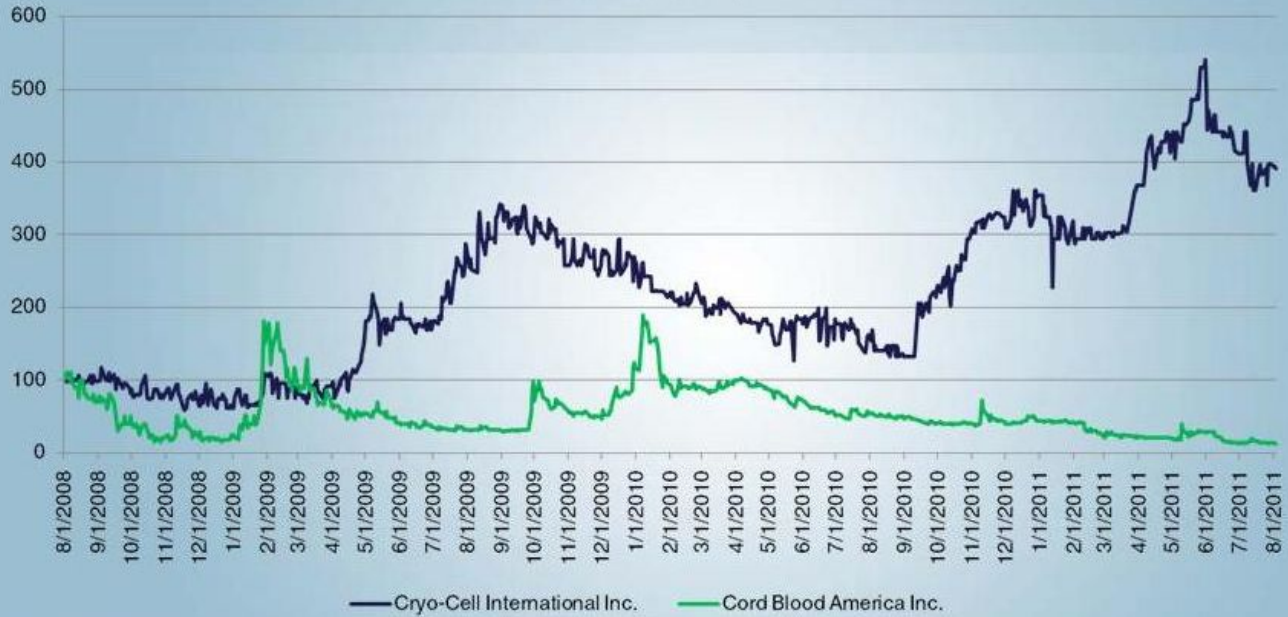
CRYO-CELL GROWTH DRIVERS

- **Established Client Base** - Loyal customer base driving repeat business and client referrals
- **Expanding Global Presence** - Leveraging turnkey business model
- **Highly Differentiated Marketing Message** - Potential therapeutic applications for major diseases increasing interest and value of stem cell banking
- **Targeted Marketing Initiatives** – Leveraging highly scalable internet marketing, call center support and clinical services strategies to target and grow consumer and professional markets
- **Product Diversification** – Introduced Célle service in November 2007. and commenced pre-clinical studies of the technology: “Protect Baby, Protect Mom”
- **Proprietary IP** – Several MenSC research & development collaborations underway by strategic alliances/partners utilizing Cryo-Cell’s proprietary technology



STOCK PRICE PERFORMANCE

Three Year Stock Performance
CCEL vs. CBAI
(indexed to 100)



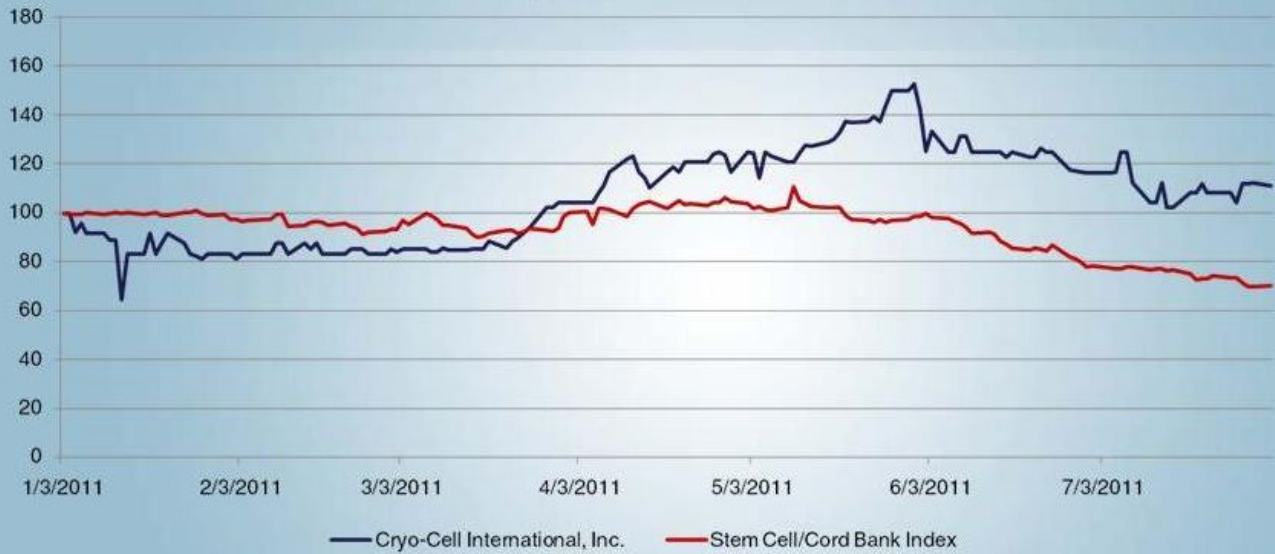
STOCK PRICE PERFORMANCE

One Year Stock Performance
CCEL vs. CBAI
(indexed to 100)



STOCK PRICE PERFORMANCE

**Year to Date Price Performance
CCEL vs. Stem Cell/Cord Bank Index
(indexed to 100)**



Source: Capital IQ

Note: Stem Cell/Cord Bank Index includes: (DB:V3V, NYSE:CO, AMEX:NBS, GTSM:1784, ENXTAM:CRYO, OTCBB:CBAI, ASX:CBB) and is an equal weighted Index



U CORD BLOOD AND CÉLLE ARE COMPLEMENTARY

	Umbilical Cord Blood	CÉLLE
Therapeutic Use:	Leukemia & Lymphoma, Blood disorders, Immune diseases	Currently in Pre-Clinical trials for Diabetes, Cardiac disorders, Urinary incontinence & Diagnosis of endometriosis, Wound healing, Blood vessel formation, Cell tracking in a breast cancer model, Stroke
Markers Expressed:	CD34, CD45	Adult MSC & ESC Markers
Ease of Collection:	Yes	Yes
Proliferative Capacity:	Yes, blood	Yes, undifferentiated
Limited Cell Dose:	Yes	No

RESEARCH & DEVELOPMENT PIPELINE

Partner	Indication	Description	Status
Cryopraxis Cryobiology Ltd	Urinary Incontinence & Diagnosis of endometriosis	Endometrial Menstrual Stem Cells (MenSCs)	Pre-clinical
Snyder Wound Research Institute	Wound healing	Endometrial Menstrual Stem Cells (MenSCs)	Pre-clinical
EndGenitor Technologies	Blood Vessel Formation	Umbilical cord blood and endometrial menstrual blood derived stem cells (MenSCs)	Pre-clinical
University of Miami	Diabetes	Endometrial Menstrual Stem Cells (MenSCs)	Pre-clinical
Saneron CCEL Therapeutics, Inc	Stroke	Endometrial Menstrual Stem Cells (MenSCs)	Pre-clinical
S-Evans Biosciences	Various	Endometrial Menstrual Stem Cells (MenSCs)	Pre-clinical
Monash University	Multiple Sclerosis	Endometrial Menstrual Stem Cells (MenSCs)	Pre-clinical

FINANCIAL SUMMARY

	<u>FY 2010</u>	<u>FY 2009</u>	<u>FY 2008</u>	<u>FY2007</u>	<u>FY2006</u>
Revenue-processing and storage	\$16.1M	\$16.3M	\$17.3M	\$17.5M	\$17.2M
Revenue-licensee income	\$1.5M	\$1.3M	\$1.0M	\$951K	\$927K
Gross Profit	74.5%	74.3%	64.7%	64.2%	66.5%
Net Income (Loss)	\$3.4M	\$1.6M	(\$741K)	(\$5.0M)	(\$2.8M)
Earnings (Loss)/ Share	\$0.29	\$0.14	(\$0.06)	(\$0.43)	(\$0.24)
Cash & Equivalents	\$9.5M	\$8.0M	\$4.7M	\$4.4M	\$8.5M

- 117% Revenue growth, fiscal 2003 – 2010
- Revenue has been flat over the last three years
 - Economic trends affecting discretionary consumer spending
 - Public cord blood banking

CRYO-CELL COMPETITIVE ADVANTAGES

- **Proprietary IP – Célle Technology Portfolio**
- **Advancing Women's Healthcare**
 - Isolation of the Célle menstrual stem cell offers new therapeutic potential
 - Future Potential Revenues – Therapeutic Commercialization
- **Superior Quality Accreditations**
 - FDA registered
 - Fully licensed and accredited by AABB (formerly American Association Blood Banks) ; ISO 9001:2000
- **State-of-the-Art Manufacturing Facility**
 - Certified Current Good Manufacturing/Good Tissue Practice compliant (cGMP/cGTP)
- **Growing Royalties From Global Affiliates**
 - Latin American Expansion (Mexico, Brazil, Venezuela, Ecuador, Panama, El Salvador, Guatemala, Honduras, Nicaragua, Chile, Colombia, Peru, Curacao, Aruba, St. Maarten)
 - Southeast Asia (India, China, Thailand, Pakistan)
 - Middle East (Dubai, Saudi Arabia, UAI, Kuwait, Bangladesh, Nepal, Sri Lanka, Bhutan, Maldives, Oman)
 - Europe (Italy, Germany, Spain, UK, Ireland)
- **Commercial Partnerships**
 - 35% equity stake in R&D partner, Saneron CCEL Therapeutics, Inc. and worldwide marketing rights to any products developed



Growth Strategy: Looking to the Future

- Organic:**
- Global affiliate growth
 - “Next Generation” services
 - Further diversification of service offering
 - Highly differentiated platform for women’s healthcare
 - R&D platform

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- Strategic:**
- Geographical expansion
 - Expansion of IP portfolio
 - Technology license opportunities
 - Clinical development
 - M&A opportunities

The Future is Bright

To summarize, Cryo-Cell has:

- Over 235,000 clients worldwide
- 24 global license affiliates
- Célle, the world's only menstrual stem cell service
- An expansive intellectual property portfolio of proprietary menstrual stem cell technology
- Strategic partnerships with globally renowned stem cell researchers
- Unprecedented self-funded research and development business model
- Expanded new services including Protect Baby, Protect Mom® U-Cord Plus®, P3®, and Cryology Reproductive Tissue Storage®
- Ten consecutive quarters of operating profitability and two consecutive quarters of double-digit unit growth and revenue growth
- \$9.3 million in cash, cash equivalents and marketable securities and no long-term debt at the end of second quarter 2011
- An increase in share price of 194% year-over-year: \$3.67 at the end of second quarter 2011 versus \$1.25 at the end of second quarter 2010



PROXY CONTEST

THE PORTNOY GROUP

- David Portnoy is seeking 5 of 6 director seats
- Portnoy is effectively seeking to take control of Cryo-Cell without paying a control premium to shareholders
- Portnoy rejected the Company's offer of one seat (which is proportionate to his group's ownership of Cryo-Cell)
- The Portnoy Group does not provide Cryo-Cell or its stockholders with any plan to add shareholder value

STRONG CORPORATE GOVERNANCE PRINCIPLES

- The Company has an annually elected board; all but CEO are independent
- Cryo-Cell has an independent lead director
- The Audit, Compensation, and Nominating & Governance Committees are comprised solely of independent directors
- The Company does not have a poison pill
- Shareholders may act by written consent

OUR NOMINEES

- **Scott Christian** -- more than 30 years of financial management experience with companies such as Automatic Data Processing, Ceridian Corporation, Norstan, Spanlink Communications and XATA, in successively expanded roles from Senior Vice President of Finance through Chief Financial Officer to the CEO level. Experience in global communications solutions and services and deep knowledge of financial management.
- **Andrew J. Filipowski** -- entrepreneur who has founded several businesses over the past 25 years. Brings to the Cryo-Cell boardroom the perspective of a large stockholder (currently owns in excess of 5.5% of Cryo-Cell)

OUR NOMINEES

- **Anthony P. Finch** -- 35 years of experience in cell separation and cryopreservation of cellular products. Currently serves as Chief Scientific Officer of the Irish National Blood Centre and National Tissue Typing Reference Laboratory. Has over 20 years experience in cord blood processing and pioneered the fractionation and isolation of cord blood stem cells for small volume cryogenic storage and has developed large scale processing in line with current Good Manufacturing Practice (cGMP). Has established several cord blood stem cell banks in the United States, Europe and Asia. Brings his wealth of experience and expertise in cord blood stem research, management, organization and processing. He is a Fellow of both the Academy of Medical Laboratory Sciences and Institute of Biomedical Sciences, and is a member of the Cord Blood Stem Cell International Society.
- **James P. Pellow Ed.D** -- over 25 years of professional experience and has served as a director of public companies in various roles, including lead director, chairman of the governance committee and member of the audit committee. Has significant corporate governance experience. Serves as CEO and president of the Council on International Educational Exchange (CIEE). Served as the executive vice president and chief operating officer of St. John's University from 1999 until May 2011 and in various other capacities since 1991. Previously was a certified public accountant with Coopers & Lybrand and a municipal bond trader with Chapdelaine & Co.

OUR NOMINEES

- **Anthony Atala, M.D.**, -- 25 years of professional experience and globally recognized stem cell researcher in the area of regenerative medicine. Current work focuses on growing new human cells, tissues and organs. Serves as Director of the Wake Forest Institute for Regenerative Medicine with a team of over 160 physicians and researchers and is the W.H. Boyce Professor and Chair of the Department of Urology at Wake Forest University. Works with several journals and serves in various roles, including Editor-in-Chief of Stem Cells Translational Medicine and Current Stem Cell Research and Therapy. Has served as a director on several boards. Currently an NIH “Quantum Grant” awardee and has published more than 250 journal articles; has applied for or received over 200 national and international patents.
- **Mercedes Walton** -- 35 years of corporate management experience with significant senior executive expertise in the creation and implementation of innovative commercialization strategies for a variety of enterprises including AT&T; Applied Digital Solutions, Inc. and Digital Angel. Principal inventor on the expansive intellectual property portfolio of global patent-pending Célle menstrual stem cell technology applications assigned to the Company. Has served on the board of directors of five publicly traded companies in the biotechnology and communication services sectors.

PORTNOY'S NOMINEES

In sharp contrast to the Cryo-Cell Board nominated slate, the Portnoy Group's nominees have no relevant indicated experience in the stem cell preservation industry, business of regenerative science or relevant public company operating experience. The Portnoy Group consists of a hand-picked group of individuals who appear to have long-time personal and business relationships with David Portnoy:

- Mark and David Portnoy -- brothers with no known relevant experience
- Harold Berger -- an accountant who provides accounting services to Mark Portnoy and certain entities controlled by Mark Portnoy
- George Gaines -- a consultant to entities seeking to structure and raise capital for private equity funds
- Jonathan H. Wheeler, M.D., an OB/GYN

PORTNOY'S SLATE IS NOT QUALIFIED TO SERVE CRYO-CELL SHAREHOLDERS

- Portnoy's Slate Brings:
 - No Insight
 - No Business Plan
 - No Strategy
 - No Track Record
 - No relevant indicated experience in the stem cell preservation industry
 - No relevant indicated experience in the business of regenerative science
 - No relevant public company operating experience

CryoCell
INTERNATIONAL