
**UNITED STATES
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): July 22, 2014

CRYO-CELL INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-23386
(Commission
File No.)

22-3023093
(I.R.S. Employer
Identification No.)

700 Brooker Creek Blvd., Suite 1800, Oldsmar, Florida
(Address of Principal Executive Offices)

34677
(Zip Code)

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

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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 2.02. Results of Operations and Financial Condition.

On October 15, 2014, Cryo-Cell International, Inc. (the “Registrant”) issued the attached Press Release reporting on financial results for the three months ended August 31, 2014. The press release giving details associated with the Registrant’s earnings is attached as Exhibit 99.1 to this report. The information included in Exhibit 99.1 is considered to be “furnished” under the Securities Exchange Act of 1934.

Item 5.07 Submission of Matters to a Vote of Security Holders

On July 22, 2014, Cryo-Cell International, Inc. (the “Company”) held its Annual Meeting of Stockholders. At the Annual Meeting, shareholders considered the election of five directors, the ratification of independent registered public accountants and the approval of a non-binding advisory resolution regarding the compensation of the Company’s named executive officers in its proxy statement for shareholder consideration.

The final result of the stockholder vote was certified on July 22, 2014 and is as follows:

1. To consider for election five individuals to the Company’s Board of Directors

Under plurality voting, the five nominees who received the most “FOR” votes were elected as directors. The Company’s stockholders elected the Board of Director’s five nominees: Harold Berger; David Portnoy; Mark Portnoy; George Gaines; and Jonathan Wheeler, M.D. as directors, each for a one-year term, as follows:

Harold Berger

For	4,133,981
Withhold	2,437,588
Broker non-votes	2,531,565

George Gaines

For	4,182,930
Withhold	2,388,639
Broker non-votes	2,531,565

David I. Portnoy

For	4,134,960
Withhold	2,436,609
Broker non-votes	2,531,565

Mark L. Portnoy

For	4,085,623
Withhold	2,485,946
Broker non-votes	2,531,565

Jonathan H. Wheeler, M.D.

For	4,113,572
Withhold	2,457,997
Broker non-votes	2,531,565

2. The ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending November 30, 2014.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
6,341,277	2,750,599	11,258	—

3. The approval of the Company's non-binding resolution regarding the compensation of the Company's named executive officers.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
3,994,052	2,554,839	22,678	2,531,565

Item 9.01 Financial Statements and Exhibits

Financial Statements of Businesses Acquired. Not Applicable.

Pro Forma Financial Information Not Applicable.

Shell Company Transactions Not Applicable.

Exhibits.

Exhibit
No.

Description

99.1 Press Release, dated October 15, 2014

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: October 16, 2014

By: /s/ David Portnoy
David Portnoy
Chairman and Co-Chief Executive Officer

For Immediate Release

Contact:

David Portnoy, Chairman and Co-CEO
Cryo-Cell International, Inc.
813-749-2100
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CRYO-CELL REPORTS FISCAL THIRD QUARTER 2014 RESULTS

OLDSMAR, Fla. – October 15, 2014 – Cryo-Cell International, Inc. (the “Company”) (OTC:QB Markets Group Symbol: CCEL), the world’s first private cord blood bank to separate and store stem cells in 1992, announced results for the fiscal third quarter ended August 31, 2014.

Financial Results

Revenue

Consolidated revenues for the third quarter of fiscal 2014 were approximately \$4.9 million compared to approximately \$4.8 million for the third quarter of fiscal 2013. The revenues for the third quarter of fiscal 2014 consisted of approximately \$4.8 million in processing and storage fee revenue and approximately \$169,000 in licensee income, compared to approximately \$4.5 million in processing and storage fee revenue and approximately \$324,000 in licensee income for the third quarter of fiscal 2013. The 48% decrease in licensee income for the three months ended August 31, 2014 compared to the three months ended August 31, 2013 is the result of decreased licensee income from Cryo-Cell de Mexico (“Mexico”) as Mexico paid the remaining balance due under the amendment to the license agreement during the first fiscal quarter of 2014. There will be no further licensee income recognized pursuant to that agreement. The remaining licensee income (and all of the licensee income for the three months ended August 31, 2013) consists of royalty income earned on the processing and storage of cord blood stem cell specimens in geographic areas where the Company has license agreements.

Net Income

The Company reported net income for the three months ended August 31, 2014 of approximately \$237,000, or \$0.02 per basic and diluted share, compared to net income of approximately \$194,000, or \$0.02 per basic and diluted share for the three months ended August 31, 2013. The increase in net income for the three months ended August 31, 2014 is partially a result of a 2% increase in revenues and a settlement received from litigation. This was offset by a 4% increase in selling, general and administrative expenses and a 10% increase in cost of sales. The increase in cost of sales is a result of the increase in laboratory costs associated with the processing technology the Company began using during the fourth quarter of fiscal 2013.

Cash and Cash Equivalent Position

At August 31, 2014, the Company had cash and cash equivalents of \$3,448,977. The Company’s cash decreased by approximately \$476,000 during the first nine months of fiscal 2014, primarily as a result of approximately \$2,295,000 used for the stock repurchase plan pursuant to which the Company repurchased 968,302 shares of the Company’s common stock during the nine months ended August 31, 2014 which was offset by approximately \$1,312,000 by cash provided by operations and the release of approximately \$764,000 of previously restricted cash in a trust. As of August 31, 2014, the Company had no long-term indebtedness.

About Cryo-Cell International, Inc.

Founded in 1989, Cryo-Cell International, Inc. is the world's first private cord blood bank. More than 500,000 parents from 87 countries trust Cryo-Cell to preserve their family members' stem cells. Cryo-Cell's mission is to provide clients with state-of-the-art stem cell cryopreservation services and support the advancement of regenerative medicine. Cryo-Cell operates in a facility that is FDA registered, cGMP-/cGTP-compliant and is licensed in all states requiring licensure. Besides being AABB accredited as a cord blood facility, Cryo-Cell is also the first U.S. (for private use only) cord blood bank to receive FACT accreditation for adhering to the most stringent cord blood quality standards set by any internationally recognized, independent accrediting organization. In addition, Cryo-Cell is ISO 9001:2008 certified by BSI, an internationally recognized, quality assessment organization. Cryo-Cell is a publicly traded company, OTCQB:CCEL. For more information, please visit www.cryo-cell.com.

Forward-Looking Statement

Statements wherein the terms "believes", "intends", "projects", "anticipates", "expects", and similar expressions 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, many of which are outside the control of the Company. These uncertainties and other factors include the success of the Company's global expansion initiatives and product diversification, the Company's actual future ownership stake in future therapies emerging from its collaborative research partnerships, the success related to its IP portfolio, the Company's future competitive position in stem cell innovation, future success of its core business and the competitive impact of public cord blood banking on the Company's business, the Company's ability to minimize future costs to the Company related to R&D initiatives and collaborations and the success of such initiatives and collaborations, the success and enforceability of the Company's menstrual stem cell technology license agreements and umbilical cord blood license agreements and their ability to provide the Company with royalty fees, the ability of the reproductive tissue storage to generate new revenues for the Company and those risks and uncertainties contained in risk factors described in 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. The Company disclaims any obligations to subsequently revise any forward-looking statements to reflect events or circumstances after the date of such statements.