

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

SCHEDULE TO

**(Amendment No. 1)
(RULE 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

CRYO-CELL INTERNATIONAL, INC.

(Name of Subject Company (Issuer))

CRYO-CELL INTERNATIONAL, INC.
(Name of Filing Person (Offeror))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

228895108
(CUSIP Number of Class of Securities)

**Mr. David I. Portnoy
Chairman of the Board and
Co-Chief Executive Officer
Cryo-Cell International, Inc.
700 Brooker Creek Blvd.
Oldsmar, Florida 34677
(813) 749-2100**

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

**Paul R. Lynch, Esquire
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd, Suite 2800
Tampa, FL 33602
Telephone: (813) 229-7600**

CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
\$2,437,500	\$283.24

- (1) Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of 750,000 shares of common stock at a price of \$3.25 per share in cash.
- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Rate Advisory #1 for fiscal year 2015, and equals \$116.20 per \$1,000,000 of the value of the transaction.

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

Amount Previously Paid: \$283.24
Form or Registration No.: SC TO/I

Filing Party: Cryo-Cell International, Inc.
Date Filed: June 30, 2015

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

SCHEDULE TO

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (“SEC”) on June 30, 2015 (the “Schedule TO”), by Cryo-Cell International, Inc., a Delaware corporation (“Cryo-Cell”). The Schedule TO relates to an offer by Cryo-Cell to purchase for cash up to 750,000 shares of its common stock, par value \$0.01 per share, at a price of \$3.25 per share, net to the seller in cash, without interest, upon and subject to the terms and conditions described in the Offer to Purchase, dated June 30, 2015 (the “Offer to Purchase”), and the related Letter of Transmittal (the “Letter of Transmittal”), which constitute the tender offer and which are appended to and filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively.

All information in the Offer to Purchase and the Letter of Transmittal is hereby expressly incorporated in this Amendment No. 1 by reference in response to all of the applicable items in Schedule TO, except that such information is hereby amended and supplemented to the extent provided herein.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

On July 30, 2015, Cryo-Cell issued a press release announcing the final results of the tender offer, which expired at 12:00 midnight, New York City time, on Tuesday, July 28, 2015. A copy of the press release is filed herewith as Exhibit (a)(5)(ii) and is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(ii) Press release dated July 30, 2015, announcing the results of the offer.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Cryo-Cell International, Inc.

By: /s/ David I. Portnoy

Name: David I. Portnoy

Title: Chairman and Co-Chief Executive Officer

Dated: July 30, 2015

For Immediate Release**Contact:**

David Portnoy
 Chairman and Co-Chief Executive Officer
 Cryo-Cell International, Inc.
 813-749-2100
dportnoy@cryo-cell.com

**CRYO-CELL, CORD BLOOD BANKING COMPANY, ANNOUNCES FINAL RESULTS OF ITS TENDER
 OFFER**

OLDSMAR, Fla. – July 30, 2015 – 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 today final results of its tender offer to purchase up to 750,000 shares of its common stock at a price of \$3.25 per share, which expired at 12:00 midnight, New York City time on Tuesday, July 28, 2015.

Based on the tabulation by Continental Stock Transfer and Trust Company, the Depository for the tender offer, 558,502 shares of CCEL common stock were properly tendered and not withdrawn. CCEL accepted for purchase 558,502 shares of its common stock, including all “odd lots” properly tendered, at a purchase price of \$3.25 per share, for an aggregate cost of \$1,815,132 excluding fees and expenses relating to the tender offer.

The shares purchased in the tender offer represent approximately 5.8% of CCEL’s outstanding common stock (including shares of unvested restricted stock) prior to completion of the purchase.

The Depository will promptly issue payment for the shares validly tendered and accepted for purchase.

After giving effect to the purchase of shares in the tender offer and the exercise of options to purchase 25,000 shares during July 2015, CCEL will have 9,132,032 shares of its common stock outstanding (including shares of unvested restricted stock).

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.