
**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): October 31, 2016

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))
-
-

Item 1.02 Termination of a Material Definitive Agreement

Effective October 31, 2016, Cryo-Cell International, Inc., a Delaware corporation (the “Company”) terminated a previously disclosed Rights Agreement (the “Rights Agreement”). The Rights Agreement was entered into effective December 5, 2014, by and between the Company and Continental Stock Transfer and Trust Company, as Rights Agent (the “Rights Agent”). The termination of the Rights Agreement was effectuated through an amendment to the Rights Agreement which revised the termination date of the Rights Agreement (the “Amendment”). The Amendment is attached as Exhibit 4.1 hereto.

A description of the material terms and general effect of the Rights Agreement were previously disclosed by the Company in its Current Report on Form 8-K dated December 3, 2014 and incorporated herein by reference thereto. As described in that filing, pursuant to the Rights Agreement, rights to purchase shares of the Company’s common stock would be awarded to shareholders upon the triggering of specified events.

Item 9.01 Financial Statements and Exhibits

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 4.1	Amendment to the Rights Agreement dated October 31, 2016, between Cryo-Cell International, Inc. and Continental Stock Transfer and Trust Company, as Rights Agent

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: November 3, 2016

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

AMENDMENT TO RIGHTS AGREEMENT

Amendment to Rights Agreement (this "Amendment"), dated as of October, 31, 2016, between Cryo-Cell International, Inc., a Delaware corporation (the "Company"), and Continental Stock and Transfer Trust (the "Rights Agent").

Whereas, the Company entered into that certain Rights Agreement with the Rights Agent, dated as of December 5, 2014 (the "Rights Agreement");

Whereas, the Company desires to terminate the Rights Agreement effective October 31, 2016;

Whereas, Section 27 of the Rights Agreement provides that the Rights Agreement can be amended as the Company may deem necessary or desirable before such time as any Person becomes an Acquiring Person thereunder;

Whereas, as of the time immediately prior to this Amendment, no Person has become an Acquiring Person under the Rights Agreement; and

Whereas, the Board of Directors of the Company has determined that it is desirable and in the best interests of the Company and its stockholders to amend the Rights Agreement and has directed that the Rights Agreement be amended as provided herein pursuant to Section 27 of the Rights Agreement.

Accordingly, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree as follows:

Section 1. The definition of "Final Expiration Date" in Section 1 of the Rights Agreement is hereby amended and restated to read in its entirety as follows:

"Final Expiration Date" shall mean October 31, 2016.

Section 2. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State (without regard to conflicts of law principles of such State).

Section 3. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

In witness whereof, the parties hereto have caused this Amendment to be duly executed and their respective corporate seals to be hereunder affixed and attested, all as of the day and year first above written.

Attest:

CRYO-CELL INTERNATIONAL, INC.

/s/ Oscar Vergara

By: /s/ David Portnoy

Attest:

CONTINENTAL STOCK AND

TRANSFER, INC.
as Rights Agent

/s/ Issac Kagan

By: /s/ Kevin Jennings