

**Cryo-Cell International, Inc.**

WITHDRAWAL REQUEST

**VIA EDGAR**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, DC 20549

February 3, 2023

**Re: Cryo-Cell International, Inc.**

**Request for Withdrawal of Registration Statement on Form S-1**

**File No. 333-264108**

**CIK No.: 0000862692**

Ladies and Gentlemen:

Pursuant to Rule 477 promulgated under the Securities Act of 1933, as amended (the "Act"), Cryo-Cell International, Inc., a Delaware Corporation (the "Company"), hereby respectfully requests that the Securities and Exchange Commission (the "Commission") consent to the withdrawal, effective as of the date hereof or at the earliest practicable date hereafter, of the Company's Registration Statement on Form S-1, File No. 333-264108 initially filed on April 4, 2022, together with all exhibits and amendments thereto, (collectively, the "Registration Statement"), effective as of the date hereof or at the earliest practicable date hereafter.

The Company has determined not to pursue the contemplated offering at this time. The Commission has not declared the Registration Statement effective under the Act and no securities were sold in connection with the offering contemplated by the Registration Statement.

The Company further requests that, in accordance with Rule 457(p) under the Securities Act, all fees paid to the Commission in connection with the filing of the Registration Statement be credited for future use.

Should you have any comments or questions regarding this matter, please contact our counsel Julio Esquivel, with Shumaker, Loop & Kendrick, LLP, at (813) 227-2325.

Thank you for your assistance in this matter.

Sincerely,

Cryo-Cell International, Inc.

/s/ David Portnoy

David Portnoy, Co-Chief Executive Officer