

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Portnoy Mark L.</u>	<u>CRYO CELL INTERNATIONAL INC [CCEL]</u>	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Co-CEO
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
700 BROOKER CREEK BLVD SUITE 1800	01/07/2026	<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	
OLDSMAR FL 34677		
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	(A) or (D)			
Common Stock								821,973	D	
Common Stock								42,266	I	By 401K
Common Stock								71,529	I	By Partnership ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$7.53							08/30/2019	08/30/2029	Common stock	22,222		22,222	D
Stock Option	\$7.28							12/20/2019	12/20/2029	Common Stock	20,000		20,000	D
Stock Option	\$12.27					12/22/2021 ⁽²⁾		12/22/2028		Common Stock	100,000		100,000	D
Stock Option	\$4.77					01/03/2023 ⁽³⁾		01/03/2028		Common Stock	25,000		25,000	D
Stock Option	\$4.3					12/23/2022		12/23/2027		Common Stock	25,000		25,000	D
Stock Option	\$6.47					12/22/2023 ⁽⁴⁾		12/22/2028		Common Stock	25,000		25,000	D
Stock Option	\$8.08					01/21/2025 ⁽⁵⁾		01/21/2030		Common Stock	25,000		25,000	D
Stock Option	\$3.89	01/07/2026		A	50,000	01/07/2026 ⁽⁶⁾		01/07/2031		Common Stock	50,000	\$3.89	50,000	D

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock Option	\$3.89	01/07/2026		A	25,000	01/07/2026 ⁽⁷⁾	01/07/2031	Common Stock	25,000	\$3.89	25,000	D

Explanation of Responses:

- Shares of common stock held by Capital Asset Fund #1 Limited Partnership, as to which Mark Portnoy may be deemed beneficial owner as its general partner.
- Stock options will vest immediately if the price of the Company's common stock reaches \$25.00 per share during the seven-year option term.
- 8,750 stock options vest upon issuance, 8,749 options vest on 1/2/2024, 21,000 options vest on 1/2/2025 and 11,501 options vest on 1/2/2026.
- Stock options vest 1/3 upon issuance, 1/3 on December 22, 2024 and 1/3 on December 22, 2025.
- Stock options vest 1/3 upon issuance, 1/3 on January 21, 2026 and 1/3 on January 21, 2027.
- The stock options were granted pursuant to the Cryo-Cell 2022 Stock Incentive Plan and an individual award agreement. The options are divided into three equal tranches, each subject to both time-based vesting and stock-price performance conditions. One tranche vests after the first anniversary of the grant date and upon the Company's common stock achieving an average closing price of at least \$6 per share over 20 consecutive trading days. One tranche vests after the second anniversary and upon achieving an average closing price of at least \$8 per share over 20 consecutive trading days. One tranche vests after the third anniversary and upon achieving an average closing price of at least \$10 per share over 20 consecutive trading days, in each case subject to the reporting person's continued service to the Company.
- Stock options vest 1/3 upon issuance, 1/3 on January 7, 2027 and 1/3 on January 7, 2028.

/s/ Mark Portnoy

** Signature of Reporting Person

01/09/2026

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.