

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person* PORTNOY DAVID | | 2. Issuer Name and Ticker or Trading Symbol CRYO CELL INTERNATIONAL INC [CCEL] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, Co-CEO | |
| (Last) (First) (Middle) 700 BROOKER CREEK BLVD, SUITE 1800 | | 3. Date of Earliest Transaction (Month/Day/Year) 11/16/2020 | | | |
| (Street) OLDSMAR, FL 34677 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (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) | 2A. 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) | Price | | | |
| Common Stock | | | | | | | | 91,790 | I | By Spouse |
| Common Stock | | | | | | | | 94,426 | I | By 401K |
| Common Stock | 11/16/2020 | | P | | 2,000 | A | \$ 7.8 | 476,191 | D | |
| Common Stock | | | | | | | | 152,724 | I | By Corporation (1) |
| Common Stock | | | | | | | | 15,061 | I | as Custodian for Daughter |
| Common Stock | | | | | | | | 9,974 | I | As Custodian for Son |
| Common Stock | | | | | | | | 59,027 | I | By LLC (2) |
| Common Stock | | | | | | | | 199,080 | I | By IRA |
| Common Stock | | | | | | | | 55,219 | I | By Corporation (3) |
| Common Stock | | | | | | | | 10,783 | I | As Custodian for Son |
| Common Stock | | | | | | | | 10,783 | I | As Custodian for Son |
| Common Stock | | | | | | | | 10,783 | I | As Custodian for Son |
| Common Stock | | | | | | | | 9,122 | I | As Custodian for Daughter |

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

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|------------|---|-----------------|--|--|--|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Stock Option | \$ 1.72 | | | | | | 12/01/2011 | 12/01/2021 | Common Stock | 200,000 | | 200,000 | D | |
| Stock Option | \$ 2.9 | | | | | | 08/31/2011 | 08/31/2021 | Common Stock | 100,000 | | 100,000 | D | |
| Stock Option | \$ 3.14 | | | | | | 04/15/2016 ⁽⁴⁾ | 04/15/2026 | Common Stock | 70,270 | | 70,270 | D | |
| Stock Option | \$ 7.92 | | | | | | 03/08/2013 ⁽⁵⁾ | 03/08/2023 | Common Stock | 23,636 | | 23,636 | D | |
| Stock Option | \$ 7.53 | | | | | | 08/30/2019 ⁽⁶⁾ | 08/30/2029 | Common Stock | 26,243 | | 26,243 | D | |
| Stock Option | \$ 7.28 | | | | | | 12/20/2019 ⁽⁷⁾ | 12/20/2029 | Common Stock | 23,636 | | 23,636 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PORTNOY DAVID 700 BROOKER CREEK BLVD SUITE 1800 OLDSMAR, FL 34677 | X | | Chairman, Co-CEO | |

Signatures

| | |
|--|---------------------|
| /s/ David Portnoy | 11/18/2020 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

Explanation of Responses:

* 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).

- (1) Shares of Common Stock held by Partner Community, as to which David I. Portnoy may be deemed beneficial owner as the Chairman of the Board and Secretary and as the managing member of Mayim Management, LLC, which may exercise investment and voting discretion over such shares of Common Stock in accordance with the Investment Advisory Agreement.
- (2) Shares of Common Stock held by Mayim Investment Limited Partnership as is David I. Portnoy may be deemed the beneficial owner as the managing member and owner of Mayim Management, LLC, which is the general partner of Mayim Management Limited Partnership, which is the general partner of Mayim Investment Limited Partnership.
- (3) Shares of Common Stock held by uTIPu, Inc., as to which David I. Portnoy may be deemed the beneficial owner as the Chairman of the Board and Secretary.
- (4) Stock options vest 1/3 on the date of grant, 1/3 on December 1, 2016 and 1/3 on December 1, 2017.
- (5) Stock Options will vest 1/3 on the date of grant, 1/3 on December 1, 2018 and 1/3 on December 1, 2019.
- (6) Stock options will vest 1/3 on the date of grant, 1/3 on December 1, 2019 and 1/3 on December 1, 2020.
- (7) Stock options will vest 1/3 on the date of grant, 1/3 on December 1, 2020 and 1/3 on December 1, 2021.

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

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