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

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden 0.5 hours per response..

longer subject to Section 16. Form 4 or Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Print or Ty | pe Respons | ses) | | | | | | | | | | | | | |
|---|-------------|---|---|--|---|-------------------|---------------|------------------------------|--|----------------------|---|---|--|---|--|
| 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) _X_ Director 10% Owner | | | | |
| (Last) (First) (Middle) 700 BROOKER CREEK BLVD, SUITE 1800 | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/22/2021 | | | | | | X Officer (give title below) Other (specify below) Chairman, Co-CEO | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | _X_ Form filed by On | 6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person | | | | |
| OLDSM. | AR, FL 3 | 4677 | | | | | | | | | Form filed by Mo | re than One Rep | oorting Person | | |
| (Cit | ty) | (State) | (Zip) | | Tal | ble I - N | on-E | Derivativ | e Securi | ties Ac | equired, Disposed of | , or Benefic | ially Owned | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea | | 2A. Deemed Execution Date any (Month/Day/Y | e, if Code (Insti | | 4. Securities Ac (A) or Disposed (Instr. 3, 4 and 5 | | isposed o | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | Owners Form: Direct (| 7. Nat Indired Benefico | ct icial rship | | |
| | | | | Co | ode | v . | Amount | t (A) or (D) Pr | | | | or Indir (I) (Instr. 4 | ect (Instr. | 4) | |
| Common | Stock | | | | | | | | | | 102,586 | | I | By S | pouse |
| Common | Stock | | | | | | | | | | 98,162 | | I | By 4 | 01K |
| Common | Stock | | | | | | | | | | 790,472 | | D | | |
| Common | Stock | | | | | | | | | | 152,882 | | I | By Corp | oration |
| Common Stock | | | | | | | | | | 15,611 | | I | as Custo for Daug | | |
| Common | Stock | | | | | | | | | | 9,974 | | I | As Custo for S | |
| Common | Stock | | | | | | | | | | 59,027 | | I | By L | LC |
| Common | Stock | | | | | | | | | | 199,080 | | I | By II | RA |
| Common | Stock | | | | | | | | | | 55,219 | | I | By Corp | oration |
| Common | Stock | | | | | | | | | | 11,352 | | I | As Custo for S | |
| Common | Stock | | | | | | | | | | 11,242 | | I | As Custo for S | |
| Common | Stock | | | | | | | | | | 10,783 | | I | As Custo for S | |
| Common | Stock | | | | | | | | | | 9,122 | | I | As Custo for Daug | |
| Reminder: | Report on a | a separate line for each | n class of securities b | eneficially owned | l directly o | P | erso his f | form are | not red | quired | the collection of ir | | | SEC 14 | 74 (9-02) |
| | | | Table | II - Derivative Se | ecurities A | | | • | | | rol number. Iv Owned | | | | |
| 1 75/1 0 | 12 | 2 T | | (e.g., puts, ca | lls, warraı | nts, opti | ions, | converti | ible secu | rities) | | lo n.: c | 0. No | 0 | 11.27. |
| 1. Title of Derivative Security (Instr. 3) | | e (Month/Day/Year) | Execution Date, if | Transaction Code (Instr. 8) Acq or D (D) | urities uired (A) disposed of tr. 3, 4, | Expirat (Month | tion 1 | ercisable Date y/Year) | and | of Se | Title and Amount Underlying scurities nstr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following | Form of Derivative Security: Direct (D) or Indirect | 11. Natur of Indirec Beneficia Ownershi (Instr. 4) |
| | | | - | anu 3) | | | | | | | | | | Instr. 4) | |

| | | | Code | v | (A) | Exercisable | Expiration Date | | Amount or Number of Shares | | | | |
|-----------------|----------|------------|------|---|---------|---------------|--------------------|-----------------|-------------------------------------|----------|---------|---|--|
| Stock Option | \$ 3.14 | | | | | 04/15/2016 | 04/15/2026 | Common Stock | 70,270 | | 70,270 | D | |
| Stock Option | \$ 7.92 | | | | | 03/08/2018 | 03/08/2028 | Common Stock | 23,636 | | 23,636 | D | |
| Stock Option | \$ 7.53 | | | | | 08/30/2019 | 08/30/2029 | Common Stock | 26,243 | | 26,243 | D | |
| Stock Option | \$ 7.28 | | | | | 12/20/2019(3) | 12/20/2029 | Common Stock | 23,636 | | 23,636 | D | |
| Stock Option | \$ 12.27 | 12/22/2021 | A | | 25,000 | 12/22/2021(4) | 12/22/2024 | Common Stock | 25,000 | \$ 12.27 | 25,000 | D | |
| Stock Option | \$ 12.27 | 12/22/2021 | A | | 280,000 | 12/22/2021(5) | 12/22/2028 | Common Stock | 280,000 | \$ 12.27 | 280,000 | D | |

Reporting Owners

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

Signatures

| /s/ David Portnoy | 12/27/2021 |
|---------------------------------|------------|
| **Signature of Reporting Person | Date |

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 Mayim Investment Limited Partnership as is David I. Portnoy my be deemed the beneficial owner as the managing member and owner of Mayim Management, LLC, which is the general partner of Mayim Investment Limited Partnership.
- (2) 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.
- (3) Stock options will vest 1/3 on the date of grant, 1/3 on December 1, 2020 and 1/3 on December 1, 2021.
- (4) Stock options fully vest upon issuance.
- (5) Stock options vest immediately if the price of the Company's common stock reaches \$25.00 per share during the seven-year option term.

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

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