

# FORM 4

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

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

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person* Portnoy Mark L.			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 checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="text-align: center;">Co-CEO</div>		
(Last) (First) (Middle) 700 BROOKER CREEK BLVD, SUITE 1800			3. Date of Earliest Transaction (Month/Day/Year) 04/08/2022					
(Street) OLDSMAR, FL 34677			4. If Amendment, Date Original Filed(Month/Day/Year) 12/22/2022			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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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								42,266	I	By 401K
Common Stock								71,529	I	By Partnership (I)
Common Stock								762,514	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$ 3.14						04/15/2016	04/15/2026	Common Stock	59,459		59,459	D	
Stock Option	\$ 7.92						03/08/2018	03/08/2028	Common Stock	20,000		20,000	D	
Stock Option	\$ 7.53						08/30/2019	08/30/2029	Common Stock	22,222		22,222	D	
Stock Option	\$ 7.28						12/20/2019(2)	12/20/2029	Common Stock	20,000		20,000	D	
Stock Option	\$ 13.5	12/22/2021		D		20,000	12/22/2021	12/22/2024	Common Stock	20,000	\$ 13.5	0	D	
Stock Option	\$ 12.27	12/22/2021		D(3)		100,000	12/22/2021	12/22/2028	Common Stock	100,000	\$ 12.27	0	D	
Stock Option	\$ 13.5	04/08/2022		A(4)		20,000	12/22/2022(5)	12/22/2024	Common Stock	20,000	\$ 13.5	20,000	D	
Stock Option	\$ 12.27	04/08/2022		A(4)		100,000	12/22/2022(6)	12/22/2028	Common Stock	100,000	\$ 12.27	100,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Portnoy Mark L. 700 BROOKER CREEK BLVD SUITE 1800 OLDSMAR, FL 34677	X	X	Co-CEO	

## Signatures

/s/ Mark Portnoy	04/14/2022
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 Capital Asset Fund #1 Limited Partnership, as to which Mark L. Portnoy may be deemed the beneficial owner as its general partner.
- (2) Stock options will vest 1/3 on the date of grant, 1/3 on December 1, 2020 and 1/3 on December 1, 2021.
- (3) On April 8, 2022, the stock options were cancelled by mutual agreement of the reporting person and the issuer.
- (4) The stock options are subject to the approval of the 2022 Equity Incentive Plan, which vote is expected to occur at the Company's 2022 Annual Meeting.
- (5) One-third of the stock options will vest on December 22, 2022, one-third will vest on January 22, 2023 and one-third on January 22, 2024.
- (6) Stock options vest immediately when the price of the Company's 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, *see* Instruction 6 for procedure.

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