

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

1. Name and Address of Reporting Person * <u>Portnoy Mark L.</u>  (Last) (First) (Middle) 700 BROOKER CREEK BLVD SUITE 1800  (Street) OLDSMAR FL 34677  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CRYO CELL INTERNATIONAL INC [ CCEL ]</u>	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)  Co-CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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								42,266	I	By 401K
Common Stock								71,529	I	By Partnership <sup>(1)</sup>
Common Stock								821,973	D	

**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
Stock Option	\$7.92							03/08/2018	03/08/2023	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	12/20/2029	Common Stock	20,000	20,000	D		
Stock Option	\$13.5							12/22/2021 <sup>(2)(3)</sup>	12/22/2024	Common Stock	20,000	20,000	D		
Stock Option	\$12.27							12/22/2021 <sup>(2)(4)</sup>	12/22/2028	Common Stock	100,000	100,000	D		
Stock Option	\$4.77	01/03/2023		A		25,000		01/03/2023 <sup>(5)</sup>	01/03/2028	Common Stock	25,000	\$4.77	25,000	D	

**Explanation of Responses:**

- 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.
- 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.
- One-third of the stock options will vest on December 22, 2022, one-third will vest on December 22, 2023 and one-third on December 22, 2024.
- Stock options vest immediately if the price of the Company's stock reaches \$25.00 per share during the seven-year option term.
- 11,250 options vest upon issuance, 11,250 options vest on 1/2/2024 and 2,500 options vest on 1/2/2025.

**Remarks:**

/s/ Mark Portnoy

01/05/2023

\*\* Signature of Reporting Person

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.

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