SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

1. Name and Add			er Name and Ticke O CELL INT					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)									
PORTNOY DAVID											X Director	<mark>X</mark> 10	% Owner				
(Last)	(First	:)	(Middle)		3. Date 12/23/	of Earliest Transac /2022	ction (Mo	nth/Da	ay/Year)		X Officer (give title Other (specify below)						
700 BROOKER CREEK BLVD												Chairman, Co-CEO					
SUITE 1800		4. If An	nendment, Date of	Original I	-iled (Month/Day/Yea	6.	6. Individual or Joint/Group Filing (Check Applicable Line)									
								X Form filed by One Reporting Person									
(Street)	EI		24677								Form filed by More than One Reporting Person						
OLDSMAR	FL		34677														
(City)	(State	e)	(Zip)														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
				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. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
							Code V		Amount (A) or (D) Price		Price	 Transaction(s) (Instr. 3 and 4) 		(Instr. 4)			
Common Stock	K											804,742	D				
Common Stock	K											117,012	Ι	By 401K			
Common Stock	K											230,621	Ι	By IRA			
Common Stock	K											102,586	I	By Spouse			
Common Stock	¢											152,882	I	By Corporation ⁽¹⁾			
Common Stock	K											15,611	I	as Custodian for Daughter			
Common Stock	¢											59,027	I	By LLC			
Common Stock	¢											55,219	Ι	By Corporation ⁽²⁾			
Common Stock	¢											11,352	Ι	As Custodian for Son			
Common Stock	¢											11,242	I	As Custodian for Son			
Common Stock												10,783	I	As Custodian for Son			
			Table II			ecurities Acqu alls, warrants						wned					
1 Title of	າ	2 Transaction	24 Deemoor			5 Number of	6 Date I		cable and 7	Title and	Amount of	8 Price of 0 Nu		11 Noturo			

		SA. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		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)		Securities Underlying Derivative Security (Instr. 3 and 4)		6. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported		11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
\$7.92							03/08/2018	03/08/2023	Common Stock	23,636		23,636	D	
\$7.53							08/30/2019	08/30/2029	Common Stock	26,243		26,243	D	
\$7.28							12/20/2019	12/20/2029	Common Stock	23,636		23,636	D	
\$12.27							12/22/2021 ⁽³⁾	12/22/2024	Common Stock	553		553	D	
\$12.27							12/22/2021 ⁽⁴⁾	12/22/2028	Common Stock	280,000		280,000	D	
\$13.5							12/22/2021 ⁽³⁾	12/22/2024	Common Stock	24,447		24,447	D	
\$4.77							01/03/2023 ⁽⁵⁾	01/03/2028	Common Stock	50,000		50,000	D	
	Conversion or Exercise Price of Derivative Security \$7.92 \$7.53 \$7.28 \$12.27 \$12.27 \$13.5	or Exercise Price of Derivative Security(Month/Day/Year)\$7.92\$7.92\$7.53\$7.28\$12.27\$12.27\$13.5\$12.27	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) \$7.92	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transac Code (II 8) \$7.20	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr- gange) \$7.92	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) Transaction Code (IN:T. 8) Derivati Security \$7.92 Code V (A) \$7.92 Income Income Income \$12.27 Income Income Income \$12.27 Income Income Income \$13.5 Income Income Income	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) \$7.92 Code V (A) (D) \$7.92 Instr. Instr. Instr. Instr. \$7.92 Instr. Instr. Instr. Instr. \$7.92 Instr. Instr. Instr. Instr. \$7.53 Instr. Instr. Instr. Instr. \$12.27 Instr. Instr. Instr. Instr. \$13.5 Instr. Instr. Instr. Instr.	Conversion or Exercise Price of Derivative Securities and (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Inst	Consistor or Exercise Perice of Derivative Securiti Securiti Securiti Securiti or Disposed of Disposed Disposed Disposed Disposed Disposed Disposed Disposed D	Conversion or Exercise Perice of Derivative Securities Securities Securities Securities Securities (Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction Code (INT NDerivative Securities Secu	Conversion or Exercise Perivative Securitie Securitie Securitie Securitie Securitie Nor Disposed of Disposed <td>Consistion or Exercises Berivative Securities Securities Securities Securities Securities (b) Expiration Date, Securities Sec</td> <td>Definition or Exercise Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Securitie Month/Day/Yean Price of Derivative Securitie Securitie Month/Day/Yean Price of Derivative Securitie Securitie Month/Day/Yean Price of Derivative Securitie Securitie Month/Day/Yean Price of Derivative Securitie Se</td> <td>consistive price of pervative pervension of Perve</td>	Consistion or Exercises Berivative Securities Securities Securities Securities Securities (b) Expiration Date, Securities Sec	Definition or Exercise Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Month/Day/Yean Price of Derivative Securitie Securitie Month/Day/Yean Price of Derivative Securitie Securitie Month/Day/Yean Price of Derivative Securitie Securitie Month/Day/Yean Price of Derivative Securitie Securitie Month/Day/Yean Price of Derivative Securitie Se	consistive price of pervative pervension of Perve

	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)	Year) Execution Date, if any (Month/Day/Year) X (Month/Day/Year) X (Mo		Derivativ Securitie Acquire or Dispo	erivative Expiration Date ecurities (Month/Day/Year) ccquired (A) r Oisposed f (D) (Instr. 3,			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	Ownership Form:	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option	\$4.3	12/23/2022		Α		50,000		12/23/2022 ⁽⁶⁾	12/23/2027	Common Stock	50,000	\$4.3	50,000	D	

Explanation of Responses:

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 Management Limited Partnership, 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. 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.

4. Stock options vest immediately if the price of the Company's common stock reaches \$25.00 per share during the seven-year option term.

5. 8,750 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.

6. Pursuant to the executive's Employment Agreement effective December 1, 2022, stock options will be awarded and will vest immediately if the price of the Company's stock reaches \$8.00 per share during the five-year option term.

Remarks:



** Signature of Reporting Person

01/06/2023 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.