U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 10-Q

(Mark One)
☒ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

For the quarterly period ended August 31, 2020

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

For the transition period from_______to_______

Commission File Number 0-23386

CRYO-CELL INTERNATIONAL, INC.

(Exact name of Registrant as Specified in its Charter)

DELAWARE	**22-3023093**
(State or other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

700 Brooker Creek Blvd. Oldsmar, FL 34677
(Address of Principal Executive Offices) (Zip Code)

Issuer's phone number, including area code: (813) 749-2100

(Former name, former address and former fiscal year, if changed since last report).

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	**CCEL**	**OTCQB**

Check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes ☒ No ☐ Not Applicable ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer,” “small reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☑
		Emerging growth company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

State the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date. As of October 12, 2020, 13,633,638 shares of $0.01 par value common stock were issued and 7,545,613 were outstanding.

CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES

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CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	(Unaudited) August 31, 2020	November 30, 2019
ASSETS		
Current Assets		
Cash and cash equivalents	$ 8,107,608	$ 6,541,037
Marketable securities	62,716	904,053
Accounts receivable (net of allowance for doubtful accounts of $2,772,550 and $2,584,091, respectively)	6,503,550	6,097,331
Prepaid expenses	599,429	500,260
Inventory, current portion	1,203,328	1,084,533
Other current assets	287,032	260,397
Total current assets	16,763,663	15,387,611
Property and Equipment-net	1,663,892	1,846,467
Other Assets		
Investment - Tianhe stock	308,000	308,000
Patent option agreement	350,000	—
Intangible assets, net	1,198,504	1,249,254
Inventory, net of current portion	12,289,477	12,646,000
Goodwill	1,941,411	1,941,411
Deferred tax assets	9,079,994	9,079,994
Operating lease right-of-use asset	365,696	—
Deposits and other assets, net	479,526	427,423
Total other assets	26,012,608	25,652,082
Total assets	$ 44,440,163	$ 42,886,160
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	$ 899,951	$ 1,369,111
Accrued expenses	1,048,762	2,085,180
Current portion of note payable	3,100,000	3,100,000
Current portion of operating lease liability	271,932	—
Deferred revenue	9,107,027	8,875,138
Total current liabilities	14,427,672	15,429,429
Other Liabilities		
Deferred revenue, net of current portion	26,201,441	23,633,373
Contingent consideration	3,280,316	3,495,057
Note payable, net of current portion and debt issuance costs	3,598,164	5,856,152
Operating lease long-term liability	93,904	—
Long-term liability - revenue sharing agreements	875,000	1,425,000
Total other liabilities	34,048,825	34,409,582
Total liabilities	48,476,497	49,839,011
Commitments and contingencies (Note 10)	—	—
Stockholders' Deficit		
Preferred stock ($.01 par value, 500,000 authorized and none issued and outstanding)	—	—
Series A Junior participating preferred stock ($.01 par value, 20,000 authorized and none issued and outstanding)	—	—
Common stock ($.01 par value, 20,000,000 authorized; 13,633,638 issued and 7,545,613 outstanding as of August 31, 2020 and 13,598,909 issued and 7,510,884 outstanding as of November 30, 2019)	136,336	135,989
Additional paid-in capital	36,410,226	35,918,827
Treasury stock, at cost	(20,563,357)	(20,563,357)
Accumulated deficit	(20,019,539)	(22,444,310)
Total stockholders' deficit	(4,036,334)	(6,952,851)
Total liabilities and stockholders' deficit	$ 44,440,163	$ 42,886,160

The accompanying notes are an integral part of these consolidated financial statements.

CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	August 31, 2020	August 31, 2019	August 31, 2020	August 31, 2019
Revenue:				
Processing and storage fees	$ 7,486,858	$ 7,606,624	$ 22,292,220	$ 22,621,520
Public banking revenue	116,826	160,561	484,547	529,041
Licensee and royalty income	427,874	423,173	629,702	625,001
Product revenue	82,800	33,035	200,507	70,795
Total revenue	8,114,358	8,223,393	23,606,976	23,846,357
Costs and Expenses:				
Cost of sales	2,360,324	2,589,335	7,344,011	7,683,853
Selling, general and administrative expenses	3,375,807	3,556,602	10,804,404	10,949,831
Impairment of public inventory	—	—	—	2,332,763
Change in fair value of contingent consideration	(145,752)	34,649	(169,741)	(636,278)
Research, development and related engineering	1,248	2,440	16,791	13,281
Depreciation and amortization	42,510	47,286	130,034	159,600
Total costs and expenses	5,634,137	6,230,312	18,125,499	20,503,050
Operating Income	2,480,221	1,993,081	5,481,477	3,343,307
Other Expense:				
(Losses) gains on marketable securities	(134,626)	34,882	(133,250)	(998)
Other income	17	986	749	3,012
Interest expense	(338,675)	(413,942)	(1,069,345)	(1,245,154)
Loss on extinguishment of revenue sharing agreement	(1,070,900)	—	(1,070,900)	—
Total other expense	(1,544,184)	(378,074)	(2,272,746)	(1,243,140)
Income before income tax expense	936,037	1,615,007	3,208,731	2,100,167
Income tax expense	(151,570)	(498,748)	(783,960)	(654,358)
Net Income and Comprehensive Income	$ 784,467	$ 1,116,259	$ 2,424,771	$ 1,445,809
Net income per common share - basic	$ 0.10	$ 0.14	$ 0.32	$ 0.19
Weighted average common shares outstanding - basic	7,545,613	7,803,333	7,544,124	7,802,676
Net income per common share - diluted	$ 0.10	$ 0.13	$ 0.30	$ 0.17
Weighted average common shares outstanding - diluted	8,179,465	8,445,237	8,137,463	8,430,251

The accompanying notes are an integral part of these consolidated financial statements.

CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended	
	August 31, 2020	August 31, 2019
Cash flows from operating activities:		
Net income	$ 2,424,771	$ 1,445,809
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	284,689	304,463
Impairment of public inventory	—	2,332,763
Loss on disposal of property and equipment	1,032	—
Change in fair value of contingent consideration	(169,741)	(636,278)
Losses on marketable securities	133,250	998
Compensatory element of stock options	450,746	239,983
Provision for doubtful accounts	501,312	587,716
Loss on extinguishment of revenue sharing agreements	1,070,900	—
Amortization of debt issuance costs	67,010	86,014
Amortization of operating lease right-of-use asset	197,079	—
Changes in assets and liabilities:		
Accounts receivable	(907,531)	(608,537)
Prepaid expenses	(99,169)	(64,473)
Inventory	237,728	25,265
Other current assets	(26,635)	(5,506)
Deposits and other assets, net	(52,103)	30,832
Accounts payable	(469,160)	(248,616)
Accrued expenses	(757,318)	(1,311,841)
Operating lease liability	(196,939)	—
Deferred revenue	2,799,957	2,991,800
Net cash provided by operating activities	5,489,878	5,170,392
Cash flows from investing activities:		
Purchases of property and equipment	(52,396)	(507,339)
Purchase of patent option agreement	(350,000)	—
Liquidation of marketable securities	708,087	—
Net cash provided by (used in) investing activities	305,691	(507,339)
Cash flows from financing activities:		
Extinguishment of revenue sharing agreements	(1,900,000)	—
Repayments of note payable	(2,324,998)	(3,324,997)
Proceeds from the exercise of stock options	41,000	5,700
Payment of Cord:Use earnout	(45,000)	(45,000)
Net cash used in financing activities	(4,228,998)	(3,364,297)
Increase in cash and cash equivalents	1,566,571	1,298,756
Cash and cash equivalents - beginning of period	6,541,037	6,040,033
Cash and cash equivalents - end of period	$ 8,107,608	$ 7,338,789
Supplemental non-cash operating activities:		
Operating lease right-of-use asset recorded due to adoption of ASC 842	$ 562,775	$ —
Operating lease liability recorded due to adoption of ASC 842	$ 562,775	$ —
Cumulative-effect adjustment due to the adoption of ASU 2016-01	$ —	$ (340,984)

The accompanying notes are an integral part of these consolidated financial statements.

CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(Unaudited)

For the Three Months Ended August 31, 2020

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Stock	Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
Balance at May 31, 2020	13,633,638	$ 136,336	$ 36,248,232	$ (20,563,357)	$ —	$ (20,804,006)	$ (4,982,795)
Compensatory element of stock options			161,994				161,994
Net income						784,467	784,467
Balance at August 31, 2020	13,633,638	$ 136,336	$ 36,410,226	$ (20,563,357)	$ —	$ (20,019,539)	$ (4,036,334)

For the Nine Months Ended August 31, 2020

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Stock	Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
Balance at November 30, 2019	13,598,909	$ 135,989	$ 35,918,827	$ (20,563,357)	$ —	$ (22,444,310)	$ (6,952,851)
Common stock issued	34,729	347	40,653				41,000
Compensatory element of stock options			450,746				450,746
Net income						2,424,771	2,424,771
Balance at August 31, 2020	13,633,638	$ 136,336	$ 36,410,226	$ (20,563,357)	$ —	$ (20,019,539)	$ (4,036,334)

For the Three Months Ended August 31, 2019

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Stock	Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
Balance at May 31, 2019	13,598,909	$ 135,989	$ 35,746,866	$ (19,571,113)	$ —	$ (24,405,534)	$ (8,093,792)
Compensatory element of stock options			14,174				14,174
Net income						1,116,259	1,116,259
Balance at August 31, 2019	13,598,909	$ 135,989	$ 35,761,040	$ (19,571,113)	$ —	$ (23,289,275)	$ (6,963,359)

For the Nine Months Ended August 31, 2019

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Stock	Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
Balance at November 30, 2018	13,596,409	$ 135,964	$ 35,515,382	$ (19,571,113)	$ 340,984	$ (25,329,515)	$ (8,908,298)
Common stock issued	2,500	25	5,675				5,700
Compensatory element of stock options			239,983				239,983
Cumulative-effect adjustment due to the adoption of ASU 2016-01					(340,984)	340,984	—
ASC 606 adoption adjustment, net of tax ($94,192)						253,447	253,447
Net income						1,445,809	1,445,809
Balance at August 31, 2019	13,598,909	$ 135,989	$ 35,761,040	$ (19,571,113)	$ —	$ (23,289,275)	$ (6,963,359)

The accompanying notes are an integral part of these consolidated financial statements.

Note 1 - Description of Business, Basis of Presentation and Significant Accounting Policies

Cryo-Cell International, Inc. ("the Company" or "Cryo-Cell") was incorporated in Delaware on September 11, 1989 and is headquartered in Oldsmar, Florida. The Company is organized in three reportable segments, cellular processing and cryogenic cellular storage, with a current focus on the collection and preservation of umbilical cord blood stem cells for family use, the manufacture of PrepaCyte CB units, the processing technology used to process umbilical cord blood stem cells and cellular processing and cryogenic storage of umbilical cord blood stem cells for public use. Revenues recognized for the cellular processing and cryogenic cellular storage represent sales of the umbilical cord blood stem cells program to customers and income from licensees selling the umbilical cord blood stem cells program to customers outside the United States. Revenues recognized for the manufacture of PrepaCyte CB units represent sales of the PrepaCyte CB units to customers. Revenue recognized for the cryogenic storage of umbilical cord blood stem cells for public use is generated from the sale of the cord blood units to the National Marrow Donor Program ("NMDP"), which distributes the cord blood units to transplant centers located in the United States and around the world. The Company's headquarters facility in Oldsmar, Florida handles all aspects of its U.S.-based business operations including the processing and storage of specimens, including specimens obtained from certain of its licensees' customers. The specimens are stored in commercially available cryogenic storage equipment.

The unaudited consolidated financial statements including the Consolidated Balance Sheets as of August 31, 2020 and November 30, 2019, the related Consolidated Statements of Comprehensive Income for the three and nine months ended August 31, 2020 and August 31, 2019, Cash Flows for the nine months ended August 31, 2020 and 2019 and Stockholders' Deficit for the three and nine months ended August 21, 2020 and 2019 have been prepared by Cryo-Cell International, Inc. and its subsidiaries pursuant to the rules and regulations of the Securities and Exchange Commission for interim financial reporting. Certain financial information and note disclosures, which are normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to those rules and regulations. It is suggested that these consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Company's November 30, 2019 Annual Report on Form 10-K. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and changes in cash flows for all periods presented have been made. The results of operations for the three and nine months ended August 31, 2020are not necessarily indicative of the results expected for any interim period in the future or the entire year ending November 30, 2020.

Revenue Recognition

Effective December 1, 2018, the Company adopted Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers ("ASC 606"), using the modified retrospective transition method. ASC 606 applies to all contracts with customers, except for contracts that are within the scope of other standards, such as leases, insurance, collaboration arrangements and financial instruments. ASC 606 also impacts certain other areas, such as the accounting for costs to obtain or fulfill a contract. ASC 606 also requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers.

Under ASC 606, revenue is recognized when, or as, obligations under the terms of a contract are satisfied, which occurs when control of the promised services are transferred to the customers. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring services to a customer ("transaction price").

At contract inception, if the contract is determined to be within the scope of ASC 606, the Company evaluates its contracts with customers using the five-step model: (1) identify the contract with the customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to separate performance obligations; and (5) recognize revenue when (or as) each performance obligation is satisfied. The Company evaluates its contracts for legal enforceability at contract inception and subsequently throughout the Company's relationship with its customers. If legal enforceability with regards to the rights and obligations exist for both the Company and the customer, then the Company has an enforceable contract and revenue recognition is permitted subject to the satisfaction of the other criteria. If, at the outset of an arrangement, the Company determines that a contract with enforceable rights and obligations does not exist, revenues are deferred until all criteria for an enforceable contract are met. The Company only applies the five-step model to contracts when it is probable that collection of the consideration that the Company is entitled to in exchange for the goods or services being transferred to the customer, will occur.

Under ASC 606, revenue is recognized when, or as, obligations under the terms of a contract are satisfied, which occurs when control of the promised services are transferred to the customers. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring services to a customer ("transaction price").

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Contract modifications exist when the modification either creates new or changes in the existing enforceable rights and obligations. The Company's contracts are occasionally modified to account for changes in contract terms and conditions, which the Company refers to as an upgrade or downgrade. An upgrade occurs when a customer wants to pay for additional years of storage. A downgrade occurs when a customer originally entered into a long-term contract (such as twenty-one year or lifetime plan) but would like to change the term to a one-year contract. Upgrade modifications qualify for treatment as a separate contract as the additional services are distinct and the increase in contract price reflects the Company's stand-alone selling price for the additional services and will be accounted for on a prospective basis. Downgrade modifications do not qualify for treatment as a separate contract as there is no increase in price over the original contract, thus failing the separate contract criteria. As such, the Company separately considers downgrade modifications to determine if these should be accounted for as a termination of the existing contract and creation of a new contract (prospective method) or as part of the existing contract (cumulative catch-up adjustment). ASC 606 requires that an entity account for the contract modification as if it were a termination of the existing contract, and the creation of a new contract, if the remaining goods or services are distinct from the goods or services transferred on or before the date of the contract modification. As the services after the modification were previously determined to be distinct, the Company concluded that downgrade modifications qualify under this method and will be accounted for on a prospective basis. Although contract modifications do occur, they are infrequent.

Performance Obligations

At contract inception, the Company assesses the goods and services promised in the contracts with customers and identifies a performance obligation for each promise to transfer to the customer a good or service (or bundle of goods or services) that is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied. To identify the performance obligations, the Company considers all of the goods or services promised in the contract regardless of whether they are explicitly stated or are implied by customary business practices. The Company determined that the following distinct goods and services represent separate performance obligations involving the sale of its umbilical cord blood product:

- Collection and processing services
- Storage services
- Public cord blood banking
- License and royalties
- Sale of PrepaCyte CB product

a) Processing and Storage Fees

Processing and storage fees include the Company providing umbilical cord blood and tissue cellular processing and cryogenic cellular storage for private use. Revenues recognized for the cellular processing and cryogenic cellular storage represent sales of the umbilical cord blood stem cells program to customers and income from licensees who are selling the umbilical cord blood stem cells program to customers outside the United States.

The Company recognizes revenue from processing fees at the point in time of the successful completion of processing and recognizes storage fees over time, which is ratably over the contractual storage period as well as other income from royalties paid by licensees related to long-term storage contracts which the Company has under license agreements. Contracted storage periods are annual, twenty-one years and life-time. The life-time storage plan is based on a life expectancy of 81 years, which is the current estimate by the Center for Disease Control for United States women's life expectancy and concluded that additional data analysis would result in an immaterial difference in revenue. Deferred revenue on the accompanying consolidated balance sheets includes the portion of the annual, the twenty-one-year and the life-time storage fees that are being recognized over the contractual storage period as well as royalties received from foreign licensees relating to long-term storage contracts for which the Company has future obligations under the license agreement. The Company classifies deferred revenue as current if the Company expects to recognize the related revenue over the next 12 months from the balance sheet date.

Significant financing

When determining the transaction price of a contract, an adjustment is made if payment from a customer occurs either significantly before or significantly after performance, resulting in a significant financing component. For all plans being annual, twenty-one years and life-time, the storage fee is paid at the beginning of the storage period (prepaid plans). Alternatively, the Company offers payment plans (including a stated service fee) for customers to pay over time for a period of one to twenty-four plus months. The one-time plan includes the collection kit, processing and testing, return medical courier service and twenty-one years of pre-paid storage fees. The life-time plan includes the collection kit, processing and testing, return medical courier service and pre-paid storage fees for the life of the customer. The Company concluded that a significant financing component is not present within either the prepaid or overtime payment plans. The Company has determined that the twenty-one year and life-time prepayment options do not include a significant financing component as the payment terms were structured primarily for reasons other than the provision of financing and to maximize profitability.

The Company has determined that the majority of plans that are paid over time are paid in less than a year. When considered over a twenty-four-month payment plan, the difference between the cash selling price and the consideration paid is nominal. As such, the Company believes that its payment plans do not include significant financing components as they are not significant in the aggregate when considered in the context of all contracts entered into nor significant at the individual contract level.

The Company elected to apply the practical expedient where the Company does not need to assess whether a significant financing component exists if the period between when it performs its obligations under the contract and when the customer pays is one year or less.

As of August 31, 2020, the total aggregate transaction price allocated to the unsatisfied performance obligations was recorded as deferred revenue amounting to \$35,308,468, which will be recognized ratably on a straight-line basis over the contractual period of which \$9,107,027, will be recognized over the next twelve months.

Variable consideration

In December 2005, the Company began providing its customers that enrolled after December 2005 a payment warranty under which the Company agrees to pay \$50,000 to its client if the umbilical cord blood product retrieved is used for a stem cell transplant for the donor or an immediate family member and fails to engraft, subject to various restrictions. Effective February 1, 2012, the Company increased the \$50,000 payment warranty to a \$75,000 payment warranty to all of its new clients. Effective June 1, 2017, the Company increased the payment warranty to \$100,000 to all new clients who choose the premium processing method, PrepaCyte CB. Additionally, under the Cryo-Cell Cares™ program, the Company will pay \$10,000 to the client to offset personal expenses if the umbilical cord blood product is used for bone marrow reconstitution in a myeloablative transplant procedure. The product warranty and the Cryo-Cell Cares program are available to clients who enroll under this structure for as long as the specimen is stored with the Company. In the processing and storage agreements, the Company provides limited rights which are offered to customers automatically upon contract execution. The Company has determined that the payment warranty represents variable consideration payable to the customer.

Based on the Company's historical experience to date, the Company has determined the payment warranty to be fully constrained under the most likely amount method. Consequently, the transaction price does not currently reflect any expectation of service level credits. At the end of each reporting period, the Company will update the estimated transaction price related to the payment warranty including updating its assessment of whether an estimate of variable consideration is constrained to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Allocation of transaction price

As the Company's processing and storage agreements contain multiple performance obligations, ASC 606 requires an allocation of the transaction price based on the estimated relative standalone selling prices of the promised services underlying each performance obligation. The Company has selected an adjusted market assessment approach to estimate the stand-alone selling prices of the processing services and storage services and concluded that the published list price is the price that a customer in that market would be willing to pay for those goods or services. The Company also considered the fact that all customers are charged the list prices current at the time of their enrollment where the Company has separately stated list prices for processing and storage.

Costs to Obtain a Contract

Prior to the adoption of ASC 606, the Company expensed in the period, all commissions paid to its internal and external sales representatives the Company employs and to its customers for generating new contracts. With the adoption of ASC 606 as of December 1, 2018, the Company capitalizes commissions that are incremental in obtaining customer contracts and the costs incurred to fulfill a customer contract if those costs are not within the scope of another topic within the accounting literature and meet the specified criteria. These costs are deferred in other current or long-term assets and are expensed to selling, general and administrative expenses as the Company satisfies the performance obligations by transferring the service to the customer. These assets will be periodically assessed for impairment. As a practical expedient, the Company elected to recognize the incremental costs of obtaining its annual contracts as an expense when incurred, as the amortization period of the asset recognized would have been one year.

The Company has determined that payments under the Company's refer-a-friend program ("RAF program") are incremental costs of obtaining a contract as they provide an incentive for existing customers to refer new customers to the Company and is referred to as commission. The amount paid under the RAF program (either through issuance of credits to customers or check payments) which exceeds the typical commission payment to a sales representative is recorded as a reduction to revenue under ASC 606. During the three and nine months ended August 31, 2020, the Company recorded $14,261 and $37,405, respectively, in commission payments to customers under the RAF program as a reduction to revenue. During the three and nine months ended August 31, 2019, the Company recorded $10,747 and $25,216, respectively, in commission payments to customers under the RAF program as a reduction to revenue. As of December 1, 2018, the Company capitalized $329,231 in incremental contract acquisition costs related to contracts that were not completed, net of the cumulative amortization expense of $66,533 through the adoption date. The Company did not record any impairment losses in relation to costs capitalized. For the three and nine months ended August 31, 2020, the Company capitalized additional contract acquisition costs of $22,351 and $68,152, respectively, net of amortization. For the three and nine months ended August 31, 2019, the Company capitalized additional contract acquisition costs of $23,180 and $67,668, respectively, net of amortization expense.

b) Public banking revenue

The Company sells and provides units not likely to be of therapeutic use for research to qualified organizations and companies operating under Institutional Review Board approval. Control is transferred at the point in time when the shipment has occurred, at which time, the Company records revenue.

c) Licensee and royalty income

Licensee and royalty income consist of royalty income earned on the processing and storage of cord blood stem cell specimens by an affiliate where the Company has a License and Royalty Agreement. The Company records revenue from processing and storage of specimens and pursuant to agreements with licensees. The Company records the royalty revenue in same period that the related processing and storage is being completed by the affiliate.

d) Product Revenue

The Company records revenue from the sale of the PrepaCyte CB product line upon shipment of the product to the Company's customers.

e) Shipping and handling

The Company elected to apply the practical expedient to account for shipping and handling activities performed after the control of a good has been transferred to the customer as a fulfillment cost. Shipping and handling costs that the Company incurs are therefore expensed and included in cost of sales.

The adoption of ASC 606 did not have an impact on the timing of revenue recognition for any of the Company's revenue streams.

Disaggregation of Revenue

The revenue as reflected in the statements of comprehensive income is disaggregated by products and services.

The following table provides information about assets and liabilities from contracts with customers:

	August 31, 2020	At Adoption
Contract assets (sales commissions)	$ 450,638	$ 329,231
Accounts receivables	$ 6,503,550	$ 5,867,335
Short-term contract liabilities (deferred revenue)	$ 9,107,027	$ 8,365,284
Long-term contract liabilities (deferred revenue)	$ 26,201,441	$ 20,317,231

The Company, in general, requires the customer to pay for processing and storage services at the time of processing. Contract assets include deferred contract acquisition costs, which will be amortized along with the associated revenue. Contract liabilities include payments received in advance of performance under the contract and are realized with the associated revenue recognized under the contract. Accounts receivable consists of amounts due from clients that have enrolled and processed in the umbilical cord blood stem cell processing and storage programs related to renewals of annual plans and amounts due from license affiliates, and sublicensee territories. The Company did not have asset impairment charges related to contract assets in the three and nine months ended August 31, 2020.

The following table presents changes in the Company's contract assets and liabilities during the nine months ended August 31, 2020:

	Balance at December 1, 2019	Additions	Deductions	Balance at August 31, 2020
Contract assets (sales commissions)	$ 398,535	$ 68,152	$ (16,049)	$ 450,638
Accounts receivables	$ 6,097,331	$ 28,361,238	$ (27,955,019)	$ 6,503,550
Contract liabilities (deferred revenue)	$ 32,508,511	$ 13,045,728	$ (10,245,771)	$ 35,308,468

The following table presents changes in the Company's contract assets and liabilities during the nine months ended August 31, 2019:

	Balance at December 1, 2018	Additions	Deductions	Balance at August 31, 2019
Contract assets (sales commissions)	$ 329,231	$ 67,668	$ (13,500)	$ 383,399
Accounts receivables	$ 5,867,335	$ 27,615,196	$ (27,594,375)	$ 5,888,156
Contract liabilities (deferred revenue)	$ 28,682,515	$ 14,184,601	$ (11,192,801)	$ 31,674,315

Accounts Receivable

Accounts receivable consist of uncollateralized amounts due from clients that have enrolled and processed in the umbilical cord blood stem cell processing and storage programs and amounts due from license affiliates, and sublicensee territories. Accounts receivable are due within 30 days and are stated at amounts net of an allowance for doubtful accounts. Accounts outstanding longer than the contractual payment terms are considered past due. The Company determines its allowance by considering the length of time accounts receivable are past due, the Company's previous loss history, and the client's current ability to pay its obligations. Therefore, if the financial condition of the Company's clients were to deteriorate beyond the estimates, the Company may have to increase the allowance for doubtful accounts which could have a negative impact on earnings. The Company writes-off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance for doubtful accounts.

Inventories

As part of the Cord:Use Purchase Agreement, (see Note 2), the Company has an agreement with Duke University ("Duke") expiring on January 31, 2025 for Duke to receive, process, and store cord blood units for the Public Cord Blood Bank ("Duke Services"). As of August 31, 2020, the Company had approximately 6,000 cord blood units in inventory. These units are valued at the lower of cost or net realizable value. Costs include the cost of collecting, transporting, processing and storing the unit. Costs charged by Duke for their Duke Services are based on a monthly fixed fee for processing and storing 12 blood units per month. The Company computes the cost per unit for these Duke Services and capitalizes the unit cost on all blood units shipped and stored in a year at Duke. If the Company ships and stores less than 144 blood units with Duke in a one-year period, a portion of these fixed costs are expensed and included in facility operating costs. Certain costs of collection incurred, such as the cost of collection staff and transportation costs incurred to ship Public Bank units from hospitals to the stem cell laboratory are allocated to banked units based on an average cost method. The change in the number of expected units to be sold could have a significant impact on the estimated net realizable value of banked units which could have a material effect on the value of the inventory. Costs incurred related to cord blood units that cannot be sold are expensed in the period incurred and are included in facility operating costs in the accompanying statements of operations. The Company records a reserve against inventory for units which have been processed and frozen but may not ultimately become distributable (see Note 4). Due to changes in sales trends and estimated recoverability of cost capitalized into inventory, an impairment charge of $2,332,763 was recognized during the three and nine months ended August 31, 2019 to reduce inventory from cost to net realizable value and is included in the accompanying consolidated statements of comprehensive income.

Income Taxes

Deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates expected to be recovered or settled. The Company records a valuation allowance when it is "more likely than not" that all of the future income tax benefits will not be realized. When the Company changes its determination as to the amount of deferred income tax assets that can be realized, the valuation allowance is adjusted with a corresponding impact to income tax expense in the period in which such determination is made. The ultimate realization of the Company's deferred income tax assets depends upon generating sufficient taxable income prior to the expiration of the tax attributes. In assessing the need for a valuation allowance, the Company projects future levels of taxable income. This assessment requires significant judgment. The Company examines the evidence related to the recent history of losses, the economic conditions in which the Company operates and forecasts and projections to make that determination.

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. Increases or decreases to the unrecognized tax benefits could result from management's belief that a position can or cannot be sustained upon examination based on subsequent information or potential lapse of the applicable statute of limitation for certain tax positions.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. For the three and nine months ended August 31, 2020 and August 31, 2019, the Company had no provisions for interest or penalties related to uncertain tax positions.

Long-Lived Assets

The Company evaluates the realizability of its long-lived assets, which requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment, such as reductions in demand or when significant economic slowdowns are present. Reviews are performed to determine whether the carrying value of an asset is impaired, based on comparisons to undiscounted expected future cash flows. If this comparison indicates that there is impairment and carrying value is in excess of fair value, the impaired asset is written down to fair value, which is typically calculated using: (i) quoted market prices or (ii) discounted expected future cash flows utilizing a discount rate. The Company did not note any impairment for the three and nine months ended August 31, 2020 and 2019.

Goodwill

Goodwill represents the excess of the purchase price of the assets acquired from Cord:Use (see Note 2) over the estimated fair value of the net tangible, intangible and identifiable assets acquired. The annual assessment of the reporting unit is performed as of September 1st, and an assessment is performed at other times if an event occurs or circumstances change that would more likely than not reduce the fair value of the asset below its carrying value. The Company first performs a qualitative assessment to test goodwill for impairment and concludes if it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the qualitative assessment concludes that it is not more likely than not that the fair value is less than the carrying value, the two-step goodwill impairment test is not required. If the qualitative assessment concludes that it is more likely than not that the fair value of the reporting unit is less than the carrying value, then the two-step goodwill impairment test is required. Step one of the impairment assessment compares the fair value of the reporting unit to its carrying value and if the fair value exceeds its carrying value, goodwill is not impaired. If the carrying value exceeds the fair value, the implied fair value of goodwill is compared to the carrying value of goodwill. If the implied fair value exceeds the carrying value then goodwill is not impaired; otherwise, an impairment loss would be recorded by the amount the carrying value exceeds the implied fair value.

Leases

Effective December 1, 2019, the Company adopted ASU 2016-02, Leases (Topic 842), using the modified retrospective approach and utilizing the effective date as its date of initial application. As a result, prior periods are presented in accordance with the previous guidance in ASC 840, Leases (“ASC 840”). The Company has elected to apply the ‘package of practical expedients’ which allows the Company to not reassess i) whether existing or expired arrangements contain a lease, ii) the lease classification of existing or expired leases, or iii) whether previous initial direct costs would qualify for capitalization under the new lease standard.

At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease based on the unique facts and circumstances present in the arrangement. Leases with a term greater than one year are recognized on the balance sheet as a right-of-use (ROU) assets and as short-term and long-term lease liabilities, as applicable. The Company does not have any financing leases.

Operating lease liabilities and their corresponding right-of-use assets are initially recorded based on the present value of lease payments over the expected remaining lease term. The interest rate implicit in lease contracts is typically not readily determinable. As a result, the Company utilizes its incremental borrowing rate to discount lease payments, which reflects the fixed rate at which the Company believes it could borrow on a collateralized basis the amount of the lease payments in the same currency, for a similar term, in a similar economic environment.

The Company has elected not to recognize leases with an original term of one year or less on the balance sheet. The Company typically only includes an initial lease term in its assessment of a lease arrangement. Options to renew a lease are not included in the Company’s assessment unless there is reasonable certainty that the Company will renew.

Stock Compensation

As of August 31, 2020, the Company has two stock-based compensation plans, which are described in Note 8 to the unaudited consolidated financial statements. The Company's stock-based employee compensation plan became effective December 1, 2011 as approved by the Board of Directors and approved by the stockholders at the 2012 Annual Meeting. The Company recognized approximately $451,000 and $240,000 for the nine months ended August 31, 2020 and August 31, 2019 respectively, of stock compensation expense. The Company recognized approximately $162,000 and $14,000 for the three months ended August 31, 2020 and August 31, 2019, respectively, of stock compensation expense.

The Company recognizes stock-based compensation based on the fair value of the related awards. Under the fair value recognition guidance of stock-based compensation accounting rules, stock-based compensation expense is estimated at the grant date based on the fair value of the award and is recognized as expense over the requisite service period of the award. The fair value of service-based vesting condition and performance-based vesting condition stock option awards is determined using the Black-Scholes valuation model. For stock option awards with only service-based vesting conditions and graded vesting features, the Company recognizes stock compensation expense based on the graded-vesting method. To value awards with market-based vesting conditions the Company uses a binomial valuation model. The Company recognizes compensation cost for awards with market-based vesting conditions on a graded-vesting basis over the derived service period calculated by the binomial valuation model. The use of these valuation models involves assumptions that are judgmental and highly sensitive in the determination of compensation expense and include the expected life of the option, stock price volatility, risk-free interest rate, dividend yield, exercise price, and forfeiture rate. Forfeitures are estimated at the time of valuation and reduce expense ratably over the vesting period.

The estimation of stock awards that will ultimately vest requires judgment and to the extent that actual results or updated estimates differ from current estimates, such amounts will be recorded as a cumulative adjustment in the period they become known. The Company considered many factors when estimating forfeitures, including the recipient groups and historical experience. Actual results and future changes in estimates may differ substantially from current estimates.

The Company issues performance-based equity awards which vest upon the achievement of certain financial performance goals, including revenue and income targets. Determining the appropriate amount to expense based on the anticipated achievement of the stated goals requires judgment, including forecasting future financial results. The estimate of the timing of the expense recognition is revised periodically based on the probability of achieving the required performance targets and adjustments are made as appropriate. The cumulative impact of any revision is reflected in the period of the change. If the financial performance goals are not met, the award does not vest, so no compensation cost is recognized and any previously stock-recognized stock-based compensation expense is reversed.

The Company issues equity awards with market-based vesting conditions which vest upon the achievement of certain stock price targets. If the awards are forfeited prior to the completion of the derived service period, any recognized compensation is reversed. If the awards are forfeited after the completion of the derived service period, the compensation cost is not reversed, even if the awards never vest.

Fair Value of Financial Instruments

Management uses a fair value hierarchy, which gives the highest priority to quoted prices in active markets. The fair value of financial instruments is estimated based on market trading information, where available. Absent published market values for an instrument or other assets, management uses observable market data to arrive at its estimates of fair value. Management believes that the carrying amount of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximate fair value due to the short-term nature of these instruments. The Company believes that the fair value of its Revenue Sharing Agreements ("RSA") liability recorded on the balance sheet is between the recorded book value and up to the Company's previous settlement experience, due to the various terms and conditions associated with each RSA.

The Company uses an accounting standard that defines fair value as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the standard establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of inputs used to measure fair value are as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The following table summarizes the financial assets and liabilities measured at fair value on a recurring basis as of August 31, 2020 and November 30, 2019, respectively, segregated among the appropriate levels within the fair value hierarchy:

Description	Fair Value at August 31, 2020	Fair Value Measurements at August 31, 2020 Using Level 1	Level 2	Level 3
Assets:				
Marketable securities	$ 62,716	$ 62,716	—	—
Total	$ 62,716	$ 62,716	—	—
Liabilities:				
Contingent consideration	$ 3,280,316	$ —	—	$ 3,280,316
Total	$ 3,280,316	$ —	—	$ 3,280,316

Contingent Consideration:	
Beginning Balance as of November 30, 2019	$ 3,495,057
Subtractions – Cord:Use earnout	(45,000)
Fair value adjustment as of August 31, 2020	(169,741)
Ending balance as of August 31, 2020	$ 3,280,316

Description	Fair Value at November 30, 2019	Fair Value Measurements at November 30, 2019 Using Level 1	Level 2	Level 3
Assets:				
Trading securities	$ 904,053	$ 904,053	—	—
Total	$ 904,053	$ 904,053	—	—
Liabilities				
Contingent consideration	$ 3,495,057	$ —	—	$ 3,495,057
Total	$ 3,495,057	$ —	—	$ 3,495,057

The following is a description of the valuation techniques used for these items, as well as the general classification of such items pursuant to the fair value hierarchy:

Marketable securities - Effective December 1, 2018, the Company adopted ASU 2016-01, which requires equity securities with readily determinable fair values to be measured at fair value with the changes in fair value recognized through net income. Such securities are no longer reflected as trading or available-for-sale but are noted as marketable securities. As a result of this accounting change, in the first quarter of 2019, the Company recognized a cumulative-effect adjustment from accumulated other comprehensive income to retained earnings of approximately $341,000 in the consolidated statements of stockholders' deficit as of the date of adoption. Prior periods have not been restated for the impact of this accounting change. There was approximately $35,000 and ($1,000) in holding gain (losses), respectively, recorded in other income and expense on the accompanying consolidated statements of comprehensive income for the three and nine months ended August 31, 2019, respectively. There was approximately ($135,000) and ($133,000) in holding loss, respectively, recorded in other income and expense on the accompanying consolidated statements of comprehensive income for the three and nine months ended August 31, 2020, respectively. Included in the holding loss for the three and nine months ended August 31, 2020, the Company recorded an approximately ($175,000) loss when it received a cash liquidating distribution of an investment.

Contingent consideration - The contingent consideration is the earnout that Cord:Use is entitled to from the Company's sale of the public cord blood inventory from and after closing (See Note 2). The estimated fair value of the contingent earnout was determined using a Monte Carlo analysis examining the frequency and mean value of the resulting earnout payments. The resulting value captures the risk associated with the form of the payout structure. The risk-neutral method is applied, resulting in a value that captures the risk associated with the form of the payout structure and the projection risk. The carrying amount of the liability may fluctuate significantly and actual amounts paid may be materially different from the estimated value of the liability.

Product Warranty and Cryo-Cell Cares™ Program

In December 2005, the Company began providing its customers that enrolled after December 2005 a payment warranty under which the Company agrees to pay $50,000 to its client if the umbilical cord blood product retrieved is used for a stem cell transplant for the donor or an immediate family member and fails to engraft, subject to various restrictions. Effective February 1, 2012, the Company increased the $50,000 payment warranty to a $75,000 payment warranty to all of its new clients. Effective June 1, 2017, the Company increased the payment warranty to $100,000 to all new clients who choose the premium processing method, PrepaCyte CB. Additionally, under the Cryo-Cell Cares™ program, the Company will pay $10,000 to the client to offset personal expenses if the umbilical cord blood product is used for bone marrow reconstitution in a myeloablative transplant procedure. The product warranty and the Cryo-Cell Cares program are available to clients who enroll under this structure for as long as the specimen is stored with the Company. The Company has not experienced any claims under the warranty program nor has it incurred costs related to these warranties.

As discussed above, the Company has determined that the payment warranty represents variable consideration payable to the customer. Upon the adoption of ASC 606, the Company has concluded the payment warranty be fully constrained under the most likely amount method, therefore, the transaction price does not reflect any expectation of service level credits at August 31, 2020. At the end of each reporting period, the Company shall update the estimated transaction price related to the payment guarantee including updating its assessment of whether an estimate of variable consideration is constrained to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Recently Issued Accounting Pronouncements

In August 2018, the FASB issued Accounting Standards Update No. 2018-15, *Intangibles – Goodwill and Other Internal-Use Software (Topic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract.* This update addresses how a customer should account for the costs of implementing a cloud computing service arrangement (also referred to as a "hosting arrangement"). Entities should account for costs associated with implementing a cloud computing arrangement that is considered a service contract in the same way as accounting for implementation costs incurred to develop or obtain software for internal use using the guidance in Topic 350-40. The amendments address when costs should be capitalized rather than expensed, the term to use when amortizing capitalized costs, and how to evaluate the unamortized portion of these capitalized implementation costs for impairment. The ASU also includes guidance on how to present implementation costs in the financial statements and creates additional disclosure requirements. The guidance is effective for annual periods beginning after December 15, 2019, and interim periods within that reporting period. The Company is currently evaluating the effect that the updated standard will have on our financial statements.

In June 2018, the FASB issued Accounting Standards Update No. 2018-07, *Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting.* This update simplifies the accounting for nonemployee share-based payment transactions by expanding the scope of Topic 718, Compensation-Stock Compensation, to include share-based payment transactions for acquiring goods and services from nonemployees. The guidance was effective for annual periods beginning after December 15, 2018, and interim periods within that reporting period. The Company evaluated this new standard and determined it had no impact on our financial statements.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, *Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. The update removes Step 2 from the goodwill impairment test. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, although early adoption is permitted. The Company is currently evaluating the effect that the updated standard will have on our financial statements.

Note 2 – Acquisition

On June 11, 2018, Cryo-Cell completed its acquisition of substantially all of the assets (the "Cord Purchase") of Cord:Use Cord Blood Bank, Inc., a Florida corporation ("Cord:Use"), in accordance with the definitive Asset Purchase Agreement between Cryo-Cell and Cord:Use (the "Purchase Agreement"), including without limitation Cord:Use's inventory of public cord blood units existing as of the closing date (the "Public Cord Blood Inventory") and Cord:Use's shares of common stock of Tianhe Stem Cell Biotechnologies, Inc., an Illinois corporation (the "Tianhe Capital Stock"). Cord:Use was in the business of public and private cord blood and tissue, collection, processing, storage and banking.

The aggregate consideration payable at closing under the Purchase Agreement was $14,000,000, with $10,500,000 paid in cash and the balance paid through the delivery to Seller of 465,426 shares of Cryo-Cell's common stock, par value $0.01 per share ("Common Stock"), at $7.52 per share. In addition, Cryo-Cell assumed certain limited liabilities incurred by Cord:Use in connection with its business that were unpaid as of the closing date and that directly relate to the services to be provided after closing by Cryo-Cell. Cryo-Cell also assumed certain of Cord:Use's contracts and the obligations arising therefrom after the closing.

Additionally, Cord:Use is entitled to an earnout from Cryo-Cell's sale of the public cord blood inventory from and after closing. Each calendar year after the closing, Cryo-Cell will pay to Cord:Use 75% of all gross revenues, net of any returns, received from the sale of public cord blood inventory in excess of $500,000. Such payments will be made quarterly, within 30 days of the end of the last month of each calendar quarter, until the public cord bloo d inventory is exhausted. In addition, each calendar year after closing, until the public cord blood inventory is exhausted, for every $500,000 of retained gross revenues, net of any returns, received and retained by Cryo-Cell in excess of the initial $500,000 retained by Cryo-Cell during such year, Cryo-Cell will deliver $200,000 worth of Cryo-Cell Common stock to Cord:Use, up to an aggregate value of $5,000,000. Cord:Use is also entitled to a portion of the gross profits generated, or deemed to have been generated, by Cryo-Cell from its ownership of the Tianhe Capital Stock.

Goodwill represents the excess of the purchase price of the assets acquired from Cord:Use over the estimated fair value of the net tangible, intangible and identifiable assets acquired. The annual assessment of the reporting unit is performed as of September 1st, and an assessment is performed at other times if an event occurs or circumstances change that would more likely than not reduce the fair value of the asset below its carrying value. The Company first performs a qualitative assessment to test goodwill for impairment and concludes if it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the qualitative assessment concludes that it is not more likely than not that the fair value is less than the carrying value, the two-step goodwill impairment test is not required. If the qualitative assessment concludes that it is more likely than not that the fair value of the reporting unit is less than the carrying value, then the two-step goodwill impairment test is required. Step one of the impairment assessment compares the fair value of the reporting unit to its carrying value and if the fair value exceeds its carrying value, goodwill is not impaired. If the carrying value exceeds the fair value, the implied fair value of goodwill is compared to the carrying value of goodwill. If the implied fair value exceeds the carrying value then goodwill is not impaired; otherwise, an impairment loss would be recorded by the amount the carrying value exceeds the implied fair value.

The annual impairment assessment was performed as of September 1, 2019. The Company concluded that there was no impairment the assets acquired from Cord:Use.

As of both August 31, 2020 and November 30, 2019 goodwill is reflected at $1,941,411 on the consolidated balance sheets.

The operating results of Cord:Use have been included in the consolidated statements of comprehensive income since the date of the acquisition.

<u>Note 3– Segment Reporting</u>

During the third quarter of fiscal 2018, the Company purchased the assets and assumed contracts that Cord:Use used in the operation of its cord blood business (See Note 2). The Company evaluated and determined that this acquisition qualifies as a separate segment.

The Company is organized in three reportable segments:

1. The cellular processing and cryogenic storage of umbilical cord blood and cord tissue stem cells for family use. Revenue is generated from the initial processing and testing fees and the annual storage fees charged each year for storage (the "Umbilical cord blood and cord tissue stem cell service").

2. The manufacture of PrepaCyte® CB units, the processing technology used to process umbilical cord blood stem cells. Revenue is generated from the sales of the PrepaCyte® CB units (the "PrepaCyte®-CB").

3. The cellular processing and cryogenic storage of umbilical cord blood stem cells for public use. Revenue is generated from the sale of the cord blood units to the National Marrow Donor Program ("NMDP"), which distributes the cord blood units to transplant centers located in the United States, and around the world.

The following table shows, by segment: net revenue, cost of sales, depreciation and amortization, operating profit, interest expense, and income tax (expense) benefit for the three months and nine months ended August 31, 2020 and August 31, 2019:

	For the three months ended August 31, 2020	For the three months ended August 31, 2019
Net revenue		
Umbilical cord blood and cord tissue stem cell service	$ 7,914,732	$ 8,029,797
PrepaCyte®-CB	82,800	33,035
Public cord blood banking	116,826	160,561
Total net revenue	$ 8,114,358	$ 8,223,393
Cost of sales		
Umbilical cord blood and cord tissue stem cell service	$ 1,911,141	$ 2,240,257
PrepaCyte®-CB	55,021	25,180
Public cord blood banking	394,162	323,898
Total cost of sales	$ 2,360,324	$ 2,589,335
Depreciation and amortization		
Umbilical cord blood and cord tissue stem cell service	$ 35,616	$ 38,223
PrepaCyte®-CB	6,894	9,063
Public cord blood banking	—	—
Total depreciation and amortization	$ 42,510	$ 47,286
Operating income		
Umbilical cord blood and cord tissue stem cell service	$ 2,736,798	$ 2,175,563
PrepaCyte®-CB	21,291	(19,146)
Public cord blood banking	(277,868)	(163,336)
Total operating income	$ 2,480,221	$ 1,993,081
Interest expense		
Umbilical cord blood and cord tissue stem cell service	$ 338,675	$ 413,942
PrepaCyte®-CB	—	—
Public cord blood banking	—	—
Total interest expense	$ 338,675	$ 413,942
Income tax expense		
Umbilical cord blood and cord tissue stem cell service	$ 151,570	$ 498,748
PrepaCyte®-CB	—	—
Public cord blood banking	—	—
Total income tax expense	$ 151,570	$ 498,748

	For the nine months ended August 31, 2020	For the nine months ended August 31, 2019
Net revenue		
Umbilical cord blood and cord tissue stem cell service	$ 22,921,922	$ 23,246,521
PrepaCyte®-CB	200,507	70,795
Public cord blood banking	484,547	529,041
Total net revenue	$ 23,606,976	$ 23,846,357
Cost of sales		
Umbilical cord blood and cord tissue stem cell service	$ 5,932,655	$ 6,497,788
PrepaCyte®-CB	128,154	189,806
Public cord blood banking	1,283,202	996,259
Total cost of sales	$ 7,344,011	$ 7,683,853
Depreciation and amortization		
Umbilical cord blood and cord tissue stem cell service	$ 109,351	$ 132,409
PrepaCyte®-CB	20,683	27,191
Public cord blood banking	—	—
Total depreciation and amortization	$ 130,034	$ 159,600
Operating income		
Umbilical cord blood and cord tissue stem cell service	$ 6,229,222	$ 6,307,426
PrepaCyte®-CB	51,671	(164,141)
Public cord blood banking	(799,416)	(2,799,978)
Total operating income	$ 5,481,477	$ 3,343,307
Interest expense		
Umbilical cord blood and cord tissue stem cell service	$ 1,069,345	$ 1,245,154
PrepaCyte®-CB	—	—
Public cord blood banking	—	—
Total interest expense	$ 1,069,345	$ 1,245,154
Income tax expense		
Umbilical cord blood and cord tissue stem cell service	$ 783,960	$ 654,358
PrepaCyte®-CB	—	—
Public cord blood banking	—	—
Total income tax expense	$ 783,960	$ 654,358

The following table shows the assets by segment as of August 31, 2020 and November 30, 2019:

	As of August 31, 2020	As of November 30, 2019
Assets		
Umbilical cord blood and cord tissue stem cell service	$ 30,896,188	$ 28,975,002
PrepaCyte®-CB	291,117	289,804
Public cord blood banking	13,252,858	13,621,354
Total assets	$ 44,440,163	$ 42,886,160

Note 4– Inventory

Inventory is comprised of public cord blood banking specimens, collection kits, finished goods, work-in-process and raw materials. Collection kits are used in the collection and processing of umbilical cord blood and cord tissue stem cells, finished goods include products purchased or assumed for resale and for the use in the Company's processing and storage service. Inventory in the Public Cord Blood Bank includes finished goods that are specimens that are available for resale. The Company considers inventory in the Public Cord Blood Bank that has not completed all testing to determine viability to be work in process. Due to changes in sales trends and estimated recoverability of cost capitalized into inventory, an impairment charge of $2,332,763 was recognized during the second quarter of fiscal 2019 to reduce inventory from cost to net realizable value. The components of inventory at August 31, 2020 and November 30, 2019 are as follows:

	As of August 31, 2020	As of November 30, 2019
Raw materials	$ —	$ —
Work-in-process	286,218	149,972
Work-in-process – Public Bank	—	—
Finished goods	43,855	52,451
Finished goods – Public Bank	13,134,828	13,491,375
Collection kits	35,622	44,453
Inventory reserve	(7,718)	(7,718)
Total inventory	$ 13,492,805	$ 13,730,533

Note 5– Intangible Assets

The Company incurs certain legal and related costs in connection with patent and trademark applications. If a future economic benefit is anticipated from the resulting patent or trademark or an alternate future use is available to the Company, such costs are capitalized and amortized over the expected life of the patent or trademark. The Company's assessment of future economic benefit involves considerable management judgment. A different conclusion could result in the reduction of the carrying value of these assets.

Intangible assets were as follows as of August 31, 2020 and November 30, 2019:

	Useful lives	August 31, 2020	November 30, 2019
Patents and Domain Names	10-20 years	234,570	234,570
Less: Accumulated amortization		(44,244)	(35,526)
License agreement	10 years	470,000	470,000
Less: Intangible asset impairment		(185,000)	(185,000)
Less: Accumulated amortization		(172,631)	(155,194)
Customer relationships-PrepaCyte CB	15 years	41,000	41,000
Less: Intangible asset impairment		(26,267)	(26,267)
Less: Accumulated amortization		(6,924)	(6,329)
Brand	1 year	31,000	31,000
Less: Accumulated amortization		(31,000)	(31,000)
Customer relationships-Cord:Use	30 years	960,000	960,000
Less: Accumulated amortization		(72,000)	(48,000)
Net Intangible Assets		$ 1,198,504	$ 1,249,254

Amortization expense of intangibles was approximately $17,000 and $19,000 for the three months ended August 31, 2020 and August 31, 2019, respectively. Amortization expense of intangibles was approximately $51,000 and $73,000 for the nine months ended August 31, 2020 and August 31, 2019, respectively.

Note 6– Notes Payable

On May 20, 2016, the Company entered into a Credit Agreement ("Agreement") with Texas Capital Bank, National Association ("TCB") for a term loan of $8.0 million in senior credit facilities. The proceeds of the term loan were used by the Company to fund repurchases of the Company's common stock. Subject to the terms of the Agreement, on May 20, 2016, TCB advanced the Company $100.00. On July 1, 2016, TCB advanced the remaining principal amount of $7,999,900 per a promissory note dated May 20, 2016 between the Company and TCB, at a rate of 3.75% per annum plus LIBOR, payable monthly with a maturity date of July 2021. On August 26, 2016, the Company entered into a First Amendment to Credit Agreement with TCB. Pursuant to terms of the First Amendment to Credit Agreement, on August 26, 2016, TCB made an additional advance to the Company in principal amount of $2,133,433 per an Amended and Restated Promissory Note dated August 26, 2016 between the Company and TCB. The additional proceeds of the term loan were used by the Company to fund the extinguishment of revenue sharing agreements. On June 11, 2018, the Company entered into a Second Amendment to Credit Agreement with TCB. Pursuant to the terms of the Second Amendment to Credit Agreement, TCB increased the current outstanding principal amount of the loan from TCB by $9,000,000 to finance a portion of the purchase price of the Cord:Use Purchase. In connection therewith, Cryo-Cell executed and delivered to TCB a Second Amended and Restated Promissory Note, in the principal amount of $15,500,000. As of the three and nine months ended August 31, 2020, the Company paid interest of $63,560 and $254,945, respectively, which is reflected in interest expense on the accompanying consolidated statements of comprehensive income. As of the three and nine months ended August 31, 2019, the Company paid interest of $162,134 and $523,818, respectively, which is reflected in interest expense on the accompanying consolidated statements of comprehensive income.

Collateral of the term and subordinated loans includes all money, securities and property of the Company.

The Company incurred debt issuance costs related to the term loan in the amount of $548,085 which is recorded as a direct reduction of the carrying amount of the note payable and amortized over the life of the loan. As of the three and nine months ended August 31,2020, $20,193 and $67,012, respectively, of the debt issuance costs were amortized and are reflected in interest expense on the accompanying consolidated statements of comprehensive income. As of the three and nine months ended August 31, 2019, $28,014 and $86,014, respectively, of the debt issuance costs were amortized and are reflected in interest expense on the accompanying consolidated statements of comprehensive income.

As of August 31, 2020, and November 30, 2019, the note payable obligation was as follows:

	August 31, 2020	November 30, 2019
Note payable	$ 6,783,433	$ 9,108,433
Unamortized debt issuance costs	(85,269)	(152,281)
Net note payable	$ 6,698,164	$ 8,956,152
Current portion of note payable	$ 3,100,000	$ 3,100,000
Long-term note payable, net of debt issuance costs	3,598,164	5,856,152
Total	$ 6,698,164	$ 8,956,152

Interest expense on the note payable for the three and nine months ended August 31, 2020 and August 31, 2019 was as follows:

	For the three months ended August 31, 2020	For the nine months ended August 31, 2020
Interest expense on notes payable	$ 63,560	$ 254,945
Debt issuance costs	20,193	67,012
Total interest expense	$ 83,753	$ 321,957

	For the three months ended August 31, 2019	For the nine months ended August 31, 2019
Interest expense on notes payable	$ 162,134	$ 523,818
Debt issuance costs	28,014	86,014
Total interest expense	$ 190,148	$ 609,832

Note 7 –Income per Common Share

The following table sets forth the calculation of basic and diluted net income per common share:

	Three Months Ended		Nine Months Ended	
	August 31, 2020	August 31, 2019	August 31, 2020	August 31, 2019
Numerator:				
Net Income	$ 784,467	$ 1,116,259	$ 2,424,771	$ 1,445,809
Denominator:				
Weighted-average shares outstanding-basic	7,545,613	7,803,333	7,544,124	7,802,676
Dilutive common shares issuable upon exercise of stock options	633,852	641,904	593,339	627,575
Weighted-average shares-diluted	8,179,465	8,445,237	8,137,463	8,430,251
Net income per common share:				
Basic	$ 0.10	$ 0.14	$ 0.32	$ 0.19
Diluted	$ 0.10	$ 0.13	$ 0.30	$ 0.17

For the three months ended August 31, 2020, the Company excluded the effect of 7,000 outstanding options from the computation of diluted earnings per share, as the effect of potentially dilutive shares from the outstanding stock options would be anti-dilutive. For the nine months ended August 31, 2020, the Company excluded the effect of 196,101 outstanding options from the computation of diluted earnings per share, as the effect of potentially dilutive shares from the outstanding stock options would be anti-dilutive.

For the three months ended August 31, 2019, the Company excluded the effect of 43,636 outstanding options from the computation of diluted earnings per share, as the effect of potentially dilutive shares from the outstanding stock options would be anti-dilutive. For the nine months ended August 31, 2019, the Company excluded the effect of 154,601 outstanding options from the computation of diluted earnings per share, as the effect of potentially dilutive shares from the outstanding stock options would be anti-dilutive.

Note 8 – Stockholders' Equity

Employee Stock Incentive Plan

The Company maintains the 2006 Stock Incentive Plan (the "2006 Plan") under which it has reserved 1,000,000 shares of the Company's common stock for issuance pursuant to stock options, restricted stock, stock-appreciation rights (commonly referred to as "SARs") and stock awards (i.e. performance options to purchase shares and performance units). As of August 31, 2020, and November 30, 2019, there were 305,000 and 325,000 options issued, but not yet exercised, under the 2006 Plan, respectively. As of August 31, 2020, there were 0 shares available for future issuance under the 2006 Plan.

The Company maintains the 2012 Equity Incentive Plan (the "2012 Plan") which became effective December 1, 2011 as approved by the Board of Directors and approved by the stockholders at the 2012 Annual Meeting on July 10, 2012. The 2012 Plan originally reserved 1,500,000 shares of the Company's common stock for issuance pursuant to stock options, restricted stock, SARs, and other stock awards (i.e. performance shares and performance units). In May 2012, the Board of Directors approved an amendment to the 2012 Plan to increase the number of shares of the Company's common stock reserved for issuance to 2,500,000 shares. In October 2019, the Board of Directors approved amendments to the plan, subject to ratification by the stockholders, which occurred at the Company's 2019 Annual Meeting of Stockholders on November 21, 2019. See the Company's Proxy Statement filed with the Securities and Exchange Commission on October 29, 2019 in connection with the Company's 2019 Annual Meeting (the "2019 Proxy Statement"). As of August 31, 2020, there were 815,243 service-based options issued, 129,729 service-based restricted common shares granted, 530,851 performance-based and 116,218 market-based restricted common shares granted under the 2012 Plan. As of August 31, 2019, there were 732,330 service-based options issued, 129,729 service-based restricted common shares granted, 823,300 performance-based and 116,218 market-based restricted common shares granted under the 2012 Plan. As of August 31, 2020, there were 615,510 shares available for future issuance under the 2012 Plan.

The Company granted 1,500 options to an optionee during the second fiscal quarter of 2019 as approved by the Board of Directors. These options are not currently issued out of the 2006 or 2012 Plan.

Service-based vesting condition options

The fair value of each option award is estimated on the date of the grant using the Black-Scholes valuation model that uses the assumptions noted in the following table. Expected volatility is based on the historical volatility of the Company's stock over the most recent period commensurate with the expected life of the Company's stock options. The Company uses historical data to estimate option exercise and employee termination within the valuation model. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The expected term of options granted to employees is based upon historical exercise data. Expected dividends are based on the historical trend of the Company not issuing dividends.

There were 7,000 and 51,969 options granted during the three and nine months ended August 31, 2020, respectively.

There were 110,965 and 112,465 options granted during the three and nine months ended August 31, 2019, respectively.

Variables used to determine the fair value of the options granted for the three and nine months ended August 31, 2020 and August 31, 2019, respectively, are as follows:

	Three Months Ended August 31, 2020	Three Months Ended August 31, 2019	Nine Months Ended August 31, 2020	Nine Months Ended August 31, 2019
Weighted average values:				
Expected dividends	0%	0%	0%	0%
Expected volatility	51.8%	49.7%	62.6%	49.7%
Risk free interest rate	0.42%	1.39%	1.70%	1.40%
Expected life	6 years	5 years	9 years	5 years

Stock option activity for options with only service-based vesting conditions for the nine months ended August 31,2020, was as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at November 30, 2019	1,089,774	$ 3.30	3.91	$ 4,648,111
Granted	51,969	7.51		49,989
Exercised	(20,000)	2.05		102,800
Expired/forfeited	—	—		—
Outstanding at August 31, 2020	1,121,743	$ 3.52	3.47	$ 5,444,134
Exercisable at August 31, 2020	1,047,166	$ 3.23	3.08	$ 5,380,026

The weighted average grant date fair value of options granted during the nine months ended August 31, 2020 and August 31, 2019 was $4.94 and $3.32, respectively.

The aggregate intrinsic value represents the total value of the difference between the Company's closing stock price on the last trading day of the period and the exercise price of the options, multiplied by the number of in-the-money stock options that would have been received by the option holders had all option holders exercised their options on either August 31, 2020 or November 30, 2019, as applicable. The intrinsic value of the Company's stock options changes based on the closing price of the Company's stock.

During the three and nine months ended August 31, 2020, the Company issued 0 and 20,000 common shares to option holders who exercised options for $0 and $41,000, respectively.

During the three and nine months ended August 31, 2019, the Company issued 0 and 2,500 common shares to option holders who exercised options for $0 and $5,700, respectively.

Significant option groups outstanding and exercisable at August 31, 2020 and related price and contractual life information are as follows:

	Outstanding			Exercisable	
Range of Exercise Prices	Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Outstanding	Weighted Average Exercise Price
$1.01 to $ 2.00	422,500	1.34	$ 1.73	422,500	$ 1.73
$2.01 to $ 3.00	245,000	1.35	2.78	245,000	2.78
$3.01 to $4.00	204,729	5.48	3.14	204,729	3.14
$6.01 to $7.00	3,833	5.84	6.52	2,944	6.51
$7.01 to $8.00	238,681	7.49	7.57	171,993	7.62
$9.01 to $10.00	7,000	9.94	9.10	—	—
	1,121,743	3.47	$ 3.52	1,047,166	$ 3.23

A summary of the status of the Company's non-vested options as of August 31, 2020, and changes during the nine months ended August 31, 2020, is presented below:

	Shares	Weighted Average Grant-Date Fair Value
Non-vested at November 30, 2019	125,234	$ 4.70
Granted	51,969	4.94
Vested	(102,626)	4.62
Forfeited	—	—
Non-vested at August 31, 2020	74,577	$ 4.98

As of August 31, 2020, there was approximately $314,000 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the 2006 Plan and the 2012 Plan. The cost is expected to be recognized over a weighted-average period of 1.14 years as of August 31, 2020. The total fair value of shares vested during the nine months ended August 31, 2020 was approximately $474,000.

During the second fiscal quarter of 2018, the Company entered into Amended and Restated Employment Agreements ("2018 Employment Agreements") with each of the Company's Co-CEOs. Per the Employment Agreements, each of the Co-CEOs is to receive base grant equity awards in the form of qualified stock options of the Company's common stock. As of December 20, 2019, David Portnoy and Mark Portnoy were granted 23,636 and 20,000 stock options of the Company's common stock, respectively. The options were issued under the Company's 2012 Stock Plan and will vest 1/3 upon grant, 1/3 on December 1, 2020 and the remaining 1/3 on November 30, 2021. The fair value of the options that vested through the three and nine months ended August 31, 2020 was approximately $6000 and $79,000, respectively, and is reflected as selling, general and administrative expenses in the accompanying consolidated statement of comprehensive income. As of August 31, 2020, there was approximately $141,000 of total unrecognized compensation cost related to the non-vested options of common stock and these will continue to vest as notated above and per the 2018 Employment Agreements through November 30, 2021.

Performance and market-based vesting condition options

Per the 2018 Employment Agreements, based upon certain performance criteria, the Company shall grant David Portnoy and Mark Portnoy a percentage of up to 47,273 and 40,000, respectively, of qualified stock options of the Company's common stock. For market-based vesting condition options, accounting principles do not require that the market condition be met in order for the compensation cost to be recognized. Fair value of these options has been determined using a Monte Carlo valuation approach. During fiscal 2019, 15,756 and 13,332, respectively, of qualified stock options were forfeited as certain market conditions were not met by the end of the requisite service period. The fair value of these options as of August 31, 2019 was approximately $136,000 and is reflected as selling, general and administrative expenses in the accompanying consolidated statement of comprehensive income. There were no market-based vesting condition options for the nine months ended August 31, 2020. For performance-based vesting condition options, the Company estimates the fair value of qualified stock options that met certain performance targets by the end of the fiscal 2018 requisite service period using a Black-Scholes valuation model. As of August 30, 2019, the Company granted David Portnoy and Mark Portnoy 26,243 and 22,222 of non-qualified stock options of the Company's common stock based upon certain performance criteria met by the end of the fiscal 2018 service period. These options were issued under the Company's 2012 Stock Plan and will vest 1/3 upon date of grant, 1/3 on December 1, 2019 and 1/3 on November 30, 2020. The fair value of these options vested through the nine months ended August 31, 2020 was approximately $121,000 and is reflected as selling, general and administrative expenses in the accompanying consolidated statements of comprehensive income. As of August 31, 2020, there was approximately $51,000 of total unrecognized compensation cost related to the non-vested options of common stock.

Per the Amendment Agreement, based upon certain performance criteria, the Company shall grant Oleg Mikulinsky a percentage of up to 8,000 of qualified stock options of the Company's common stock. For market-based vesting condition options, accounting principles do not require that the market condition be met in order for the compensation cost to be recognized. Fair value of these options has been determined using a Monte Carlo valuation. During fiscal 2019, 2,666 of qualified stock options were forfeited as certain market conditions were not met by the end of the requisite service period The fair value of these options as of August 31, 2019 was approximately $14,000, and is reflected as selling, general and administrative expenses in the accompanying consolidated statement of comprehensive income. There were no market-based vesting condition options for the nine months ended August 31, 2020. For performance-based vesting condition options, the Company estimated the fair value of the qualified stock options that met certain performance targets by the end of the fiscal 2018 requisite service period using a Black-Scholes valuation model. As of September 4, 2019, the Company granted Oleg Mikulinsky 4,444 of qualified stock options of the Company's common stock based upon certain performance criteria met by the end of the fiscal 2018 service period and per the Amendment Agreement. These options were issued under the Company's 2012 Stock Plan and will vest 1/3 upon date of grant, 1/3 on December 1, 2019 and 1/3 on November 30, 2020. The fair of these options that vested through the nine months ended August 31, 2020 was approximately $10,000 and is reflected as selling, general and administrative expenses in the accompanying consolidated statement of comprehensive income. As of February 27, 2020, the Company granted Oleg Mikulinsky 1,333 of qualified stock options of the Company's common stock based upon certain performance criteria met by the end of the fiscal 2019 service period and per the Amendment Agreement. These options were issued under the Company's 2012 Stock Plan and will vest 1/3 upon date of grant, 1/3 on December 1, 2020 and 1/3 on November 30, 2021. The fair value of the options vested through the nine months ended August 31, 2020 was $2,000 and is reflected as selling, general and administrative expenses in the accompanying consolidated statement of comprehensive income. As of August 31, 2020, there was approximately $8,600 of total unrecognized compensation cost related to the non-vested options of common stock.

Restricted common shares

Based upon performance measures being obtained during fiscal years, David Portnoy and Mark Portnoy earned 304,946 and 265,172 shares of common stock, respectively. Pursuant to the terms of the Employment Agreements, the Co-CEOs each opted to receive a lump sum cash payment in lieu of 30,000 shares of earned common stock which amounted to approximately $444,000 each paid in fiscal 2018. As discussed further in the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2019, David Portnoy and Mark Portnoy surrendered 157,472 and 134,977 common shares, respectively, for cash which amounted to $534,917 and $457,327, respectively, in 2019.

Based upon performance measures being obtained during prior fiscal years, Oleg Mikulinsky was granted 34,349 shares of common stock.

Note 9 – License Agreements

The Company enters into two types of licensing agreements and in both types, the Company earns revenue on the initial license fees. Under the technology agreements, the Company earns processing and storage royalties from the affiliates that process in their own facility. Under the marketing agreements, the Company earns processing and storage revenues from affiliates that store specimens in the Company's facility in Oldsmar, Florida.

Technology Agreements

The Company has entered into a definitive License and Royalty Agreement with LifeCell International Private Limited, formerly Asia Cryo-Cell Private Limited, ("LifeCell") to establish and market its umbilical cord blood and menstrual stem cell programs in India.

Per the License and Royalty Agreement with LifeCell, there is a $1,000,000 cap on the amount of royalty due to the Company per year and a $10,000,000 cap on the amount of royalties due to the Company for the term of the License and Royalty Agreement. Since inception of the License and Royalty Agreement, the Company has recorded approximately $10,000,000 in royalty income due under the terms of the License and Royalty Agreement, of which, LifeCell has paid the Company approximately $8,650,000 as of August 31, 2020. The balance of approximately $1,350,000 is reflected as Accounts Receivable on the accompanying consolidated balance sheets.

Marketing Agreements

The Company has definitive license agreements to market the Company's umbilical cord blood stem cell programs in Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua, Panama and Pakistan.

The following table details the initial license fees for the technology agreements and processing and storage royalties earned under the technology agreements for the three and nine months ended August 31, 2020 and August 31, 2019. The initial license fees and processing and storage royalties are reflected in licensee and royalty income in the accompanying consolidated statements of comprehensive income.

	Processing and Storage Royalties	
	Three Months Ended August 31, 2020	Nine Months Ended August 31, 2020
License and royalty income	$ 427,874	$ 629,702
Total	$ 427,874	$ 629,702

	Three Months Ended August 31, 2019	Nine Months Ended August 31, 2019
License and royalty income	$ 423,173	$ 625,001
Total	$ 423,173	$ 625,001

Note 10 – Legal Proceedings

On December 3, 2015, a complaint styled Gary T. Brotherson, M.D., et al. v. Cryo-Cell International, Inc., Case No. 15-007461-CI, Circuit Court, Sixth Judicial Circuit, Pinellas County, Florida, was served on the Company, naming it as defendant and alleging, among other things, that the Company breached certain agreements with plaintiffs and seeking damages in excess of $15,000, the jurisdictional amount of the court in which the action is pending. On January 12, 2016, the Company served its answer, affirmative defenses, and counterclaim against the plaintiffs.

On August 31, 2020 (the “Effective Date”), the Company entered into a Termination Agreement (“Termination Agreement”) with the Erie Group (the “Erie Group”), pursuant to which all such parties terminated all of their respective rights, duties, obligations, options, and liabilities to each other arising out of or related to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement, Addendum thereto, Addition to such Addendum, and Amendment to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement among the Company and the Erie Group (collectively, the “SATS Agreement”). Additionally, pursuant to the terms of the Termination Agreement, the Company made a payment of $1,939,748 on the Effective Date and the parties released each other from all claims related to the SATS Agreement and agreed to dismiss with prejudice to foregoing complaint. Pursuant to the terms of the Agreement, the Erie Group will no longer have the rights to share in a portion of the Company’s storage revenues derived from specimens which originated in the state of Illinois and its five contiguous states (See Note 15).

In addition, from time to time the Company is subject to proceedings, lawsuits, contract disputes and other claims in the normal course of its business. The Company believes that the ultimate resolution of current matters should not have a material adverse effect on the Company's business, consolidated financial position or results of operations. It is possible, however, that there could be an unfavorable ultimate outcome for or resolution which could be material to the Company's results of operations for a particular quarterly reporting period. Litigation is inherently uncertain and there can be no assurance that the Company will prevail. The Company does not include an estimate of legal fees and other related defense costs in its estimate of loss contingencies.

Note 11 – Share Repurchase Plan

In December 2011, the Company's Board of Directors authorized management at its discretion to repurchase up to one million (1,000,000) shares of the Company's outstanding common stock. On June 6, 2012, the Board of Directors of the Company increased the number of shares of the Company's outstanding common stock that management is authorized to repurchase to up to three million (3,000,000). On April 8, 2015, the Board of Directors of the Company increased the number of shares of the Company's outstanding common stock that management is authorized to repurchase to up to six million (6,000,000) shares. On October 6, 2016, the Board of Directors of the Company increased the number of shares of the Company's outstanding common stock that management is authorized to repurchase to up to eight million (8,000,000) shares. The repurchases must be effectuated through open market purchases, privately negotiated block trades, unsolicited negotiated transactions, and/or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities and Exchange Commission or in such other manner as will comply with the provisions of the Securities Exchange Act of 1934.

As of August 31, 2020, the Company had repurchased an aggregate of 6,093,535 shares of the Company's common stock at an average price of $3.37 per share through open market and privately negotiated transactions under the Company's share repurchase plan. The Company did not purchase any of the Company's common stock during the nine months ended August 31, 2020 and August 31, 2019.

In March 2018, the Company received notice that shares of the Company's common stock issued to certain executive officers pursuant to the Company's 2012 Stock Incentive Plan had purportedly been issued in excess of the shares reserved for issuance under the Plan. The Company established an independent committee of the Board of Directors to review this issue. After completing its investigation, the independent committee determined that certain restricted stock awards and certain performance-based awards were granted in violation of the 2012 Plan. See the Company's 2019 Proxy Statement. The Company repurchased 292,449 shares that were surrendered by certain executive officers in connection therewith.

The repurchased shares will be held as treasury stock at cost and have been removed from common shares outstanding as of August 31, 2020 and November 30, 2019. As of August 31, 2020, and November 30, 2019, 6,093,535 and 6,093,535 shares, respectively, were held as treasury stock.

Subsequent to the balance sheet date, the Company has not repurchased any additional shares of the Company's common stock.

Note 12 – Leases

Effective December 1, 2019, the Company adopted ASU 2016-02, Leases (Topic 842), using the modified retrospective approach and utilizing the effective date as its date of initial application. As a result, prior periods are presented in accordance with the previous guidance in ASC 840, Leases ("ASC 840"). The Company has elected to apply the 'package of practical expedients' which allows the Company to not reassess i) whether existing or expired arrangements contain a lease, ii) the lease classification of existing or expired leases, or iii) whether previous initial direct costs would qualify for capitalization under the new lease standard.

At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease based on the unique facts and circumstances present in the arrangement. Leases with a term greater than one year are recognized on the balance sheet as a right-of-use (ROU) assets and as short-term and long-term lease liabilities, as applicable. The Company does not have any financing leases.

Operating lease liabilities and their corresponding right-of-use assetsare initially recorded based on the present value of lease payments over the expected remaining lease term. The interest rate implicit in lease contracts is typically not readily determinable. As a result, the Company utilizes its incremental borrowing rate to discount lease payments, which reflects the fixed rate at which the Company believes it could borrow on a collateralized basis the amount of the lease payments in the same currency, for a similar term, in a similar economic environment.

The Company has elected not to recognize leases with an original term of one year or less on the balance sheet. The Company typically only includes an initial lease term in its assessment of a lease arrangement. Options to renew a lease are not included in the Company's assessment unless there is reasonable certainty that the Company will renew.

The following table presents the right-of-use asset and short-term and long-term lease liabilities amounts recorded on the consolidated balance sheets as of August 31, 2020:

		August 31, 2020
Assets		
Operating lease right-of-use asset	$	365,696
Liabilities		
Current portion of operating lease liabilities	$	271,932
Operating lease long term liabilities		93,904
Total lease liability	$	365,836

The maturity of the Company's lease liabilities at August 31, 2020 were as follows:

Fiscal Year Ending November 30,		Future Operating Lease Payments
2020 (remaining 3 months)	$	71,212
2021		284,846
2022		23,737
Less: Imputed interest		(13,959)
Present value of lease liabilities	$	365,836

The remaining lease term and discount rates are as follows:

	August 31, 2020
Lease Term and Discount Rate	
Remaining lease term (years)	
Operating lease	1.3
Discount rate (percentage)	
Operating lease	5.3 %

Supplemental cash flow information related to leases is as follows:

		Three Months Ended August 31, 2020		Nine Months Ended August 31, 2020
Operating cash outflows from operating leases	$	65,754	$	196,940

Note 13 – COVID-19

In March 2020, the World Health Organization declared a pandemic related to the rapidly spreading coronavirus ("COVID-19") outbreak. The Company faces various risks related to health epidemics, pandemics and similar outbreaks, including the global outbreak of COVID-19. The Company believes it has taken appropriate steps to minimize the risk to our employees and to maintain normal business operations but cannot at this time predict the impact of the COVID-19 pandemic. It could have a material adverse effect on the business, financial position, results of operations and/or cash flows. Operating results for the nine months ended August 31, 2020, are not necessarily indicative of the results that may be expected for the fiscal year ending November 30, 2020.

Note 14 – Patent Option Agreement

Effective June 9, 2020, the Company entered into a Patent Option Agreement (the "Option") with Duke University ("Duke"). This exclusive Option is for a period of six months from the effective date of the Option. As consideration for the Option, the Company paid Duke a non-refundable, option fee of $350,000 during June 2020. Such option fee, plus any extension fee, will be fully credited against the license fee under the future license agreement. The Option is subject to extension by the Company for an additional six months by payment of $150,000 on or before the expiration of the initial six-month option period. In connection with the option, Cryo-Cell anticipates opening a clinic to help patients have greater access to cord blood treatments established by Duke University under the FDA granted Expanded Access Program.

The foregoing summary of the Option is not complete and is qualified in its entirety by reference to the Option, a copy of which is attached to the Company's Form 8-K filed with the Securities and Exchange Commission on June 11, 2020 as Exhibit 10.1 and incorporated by reference.

Note 15 – Cancellation of Revenue Sharing Agreements

On August 31, 2020 (the "Effective Date"), the Company entered into a Termination Agreement ("Termination Agreement") with the Erie Group (the "Erie Group"), pursuant to which all such parties terminated all of their respective rights, duties, obligations, options, and liabilities to each other arising out of or related to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement, Addendum thereto, Addition to such Addendum, and Amendment to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement among the Company and the Erie Group (collectively, the "SATS Agreement"). Additionally, pursuant to the terms of the Termination Agreement, the Company made a payment of $1,939,748 on the Effective Date and the parties released each other from all claims related to the SATS Agreement and agreed to dismiss with prejudice the previously disclosed complaint (See Note 10). Pursuant to the terms of the Agreement, the Erie Group will no longer have the rights to share in a portion of the Company's storage revenues derived from specimens which originated in the state of Illinois and its five contiguous states. The payment amount of $1,939,748 was offset by the carrying amount of the long-term liability related to the SATS in the amount of $550,000 and accrued expenses in the amount of $279,100 to reflect the extinguishment of revenue sharing agreements in the amount of $1,070,900 for the three and nine months ended August 31, 2020.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward Looking Statements

This Form 10-Q, press releases and certain information provided periodically in writing or orally by the Company's officers or its agents may contain statements which constitute "forward-looking statements". The terms "Cryo-Cell International, Inc.," "Cryo-Cell," "Company," "we," "our" and "us" refer to Cryo-Cell International, Inc. The words "expect," "anticipate," "believe," "goal," "strategy," "plan," "intend," "estimate" and similar expressions and variations thereof, if used, are intended to specifically identify forward-looking statements. Those statements appear in a number of places in this Form 10-Q and in other places, and include statements regarding the intent, belief or current expectations of the Company, its directors or its officers with respect to, among other things:

(i) our future performance and operating results;

(ii) our future operating plans;

(iii) our liquidity and capital resources; and

(iv) our financial condition, accounting policies and management judgments.

Investors and prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. The factors that might cause such differences include:

(i) any adverse effect or limitations caused by recent increases in government regulation of stem cell storage facilities;

(ii) any increased competition in our business including increasing competition from public cord blood banks particularly in overseas markets but also in the U.S.;

(iii) any decrease or slowdown in the number of people seeking to store umbilical cord blood stem cells or decrease in the number of people paying annual storage fees;

(iv) any new services relating to other types of stem cells that have not yet been offered commercially, and there is no assurance that other stem cell services will be launched or will gain market acceptance;

(v) any adverse impacts on revenue or operating margins due to the costs associated with increased growth in our business, including the possibility of unanticipated costs relating to the operation of our facility and costs relating to the commercial launch of new types of stem cells;

(vi) any unique risks posed by our international activities, including but not limited to local business laws or practices that diminish our affiliates' ability to effectively compete in their local markets;

(vii) any technological or medical breakthroughs that would render our business of stem cell preservation obsolete;

(viii) any material failure or malfunction in our storage facilities; or any natural disaster or act of terrorism that adversely affects stored specimens;

(ix) any adverse results to our prospects, financial condition or reputation arising from any material failure or compromise of our information systems;

(x) the costs associated with defending or prosecuting litigation matters, particularly including litigation related to intellectual property, and any material adverse result from such matters;

(xi) the success of our licensing agreements and their ability to provide us with royalty fees;

(xii) any difficulties and increased expense in enforcing our international licensing agreements;

(xiii) any adverse performance by or relations with any of our licensees;

(xiv) any inability to enter into new licensing arrangements including arrangements with non-refundable upfront fees;

(xv) any inability to realize cost savings as a result of recent acquisitions;

(xvi) any inability to realize a return on an investment;

(xvii) any increased U.S. income tax expense as a result of inability to utilize or exhaustion of net operating losses;

(xviii) any adverse impact on our revenues and operating margins as a result of discounting of our services in order to generate new business in tough economic times where consumers are selective with discretionary spending;

(xix) the success of our global expansion initiatives;

(xx) our actual future ownership stake in future therapies emerging from our collaborative research partnerships;

(xxi) our ability to minimize our future costs related to R&D initiatives and collaborations and the success of such initiatives and collaborations;

(xxii) any inability to successfully identify and consummate strategic acquisitions;

(xxiii) any inability to realize benefits from any strategic acquisitions;

(xxiv) the Company's ability to realize a profit on the acquisition of PrepaCyte-CB;

(xxv) the Company's ability to realize a profit on the acquisition of Cord:Use,

(xxvi) the costs associated with proxy contests and its impact on our business,

(xxvii) the impact of the COVID-19 pandemic on our sales, operations and supply chain and

(xxviii) other factors many of which are beyond our control.

We undertake no obligation to publicly update or revise the forward-looking statements made in this Form 10-Q to reflect events or circumstances after the date of this Form 10-Q or to reflect the occurrence of unanticipated events.

Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. Cryo-Cell International, Inc. undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Readers should carefully review the risk factors described in other documents the Company files from time to time with the Securities and Exchange Commission, including the Annual Report on Form 10-K filed by the Company and any Current Reports on Form 8-K filed by the Company.

Overview

The Company is engaged in cellular processing and cryogenic storage, with a current focus on the collection and preservation of umbilical cord blood stem cells for family use. The Company's principal sources of revenues are service fees for cord blood processing and preservation for new customers and recurring annual storage fees. Effective April 2016, the Company offers two pricing models, a standard plan and premium plan. The Company charges fees of $1,675 for the standard plan and $2,025 for the premium plan to new clients for the collection kit, processing, testing and return medical courier service, with discounts in the case of multiple children from the same family and in other circumstances. The Company charges an annual storage fee of $175 for new clients that enroll in the standard and premium plans; storage fees for existing customers depend on the contracts with such customers. The Company continues to offer a one-time payment plan for 18 years of storage and a lifetime payment plan, pursuant to which the client is charged $4,650 for the standard plan and $5,000 for the premium plan and approximately $5,800 for the standard plan and approximately $6,100 for the premium plan, respectively, less discounts in the case of multiple children from the same family and in other circumstances. The one-time plan includes the collection kit, processing and testing, return medical courier service and 18 years of prepaid storage fees. The lifetime plan includes the collection kit, processing and testing, return medical courier service and prepaid storage fees for the life of the client. The Company also receives other income from licensing fees and royalties from global affiliates.

On June 11, 2018, Cryo-Cell completed its acquisition of substantially all of the assets (the "Cord Purchase") of Cord:Use Cord Blood Bank, Inc., a Florida corporation ("Cord:Use"), in accordance with the definitive Asset Purchase Agreement between Cryo-Cell and Cord:Use (the "Purchase Agreement"), including without limitation Cord:Use's inventory of public cord blood units existing as of the closing date (the "Public Cord Blood Inventory") and Cord:Use's shares of common stock of Tianhe Stem Cell Biotechnologies, Inc., an Illinois corporation (the "Tianhe Capital Stock"). Cord:Use was in the business of public and private cord blood and tissue, collection, processing, storage and banking. The aggregate consideration payable at closing under the Purchase Agreement was $14,000,000, with $10,500,000 paid in cash and the balance paid through the delivery to Seller of 465,426 shares of Cryo-Cell's common stock, par value $0.01 per share ("Common Stock"), at $7.52 per share. In addition, Cryo-Cell assumed certain limited liabilities incurred by Cord:Use in connection with its business that were unpaid as of the closing date and that directly relate to the services to be provided after closing by Cryo-Cell. Cryo-Cell also assumed certain of Cord:Use's contracts and the obligations arising therefrom after the closing. Additionally, Cord:Use is entitled to an earnout from Cryo-Cell's sale of the Public Cord Blood Inventory from and after closing. Each calendar year after the closing, Cryo-Cell is required to pay to Cord:Use 75% of all gross revenues, net of any returns, received from the sale of public cord blood inventory in excess of $500,000. Such payments are to be made quarterly, within 30 days of the end of the last month of each calendar quarter, until the public cord blood inventory is exhausted. In addition, each calendar year after closing, until the public cord blood inventory is exhausted, for every $500,000 of retained gross revenues, net of any returns, received and retained by Cryo-Cell in excess of the initial $500,000 retained by Cryo-Cell during such year, Cryo-Cell is to deliver $200,000 worth of Cryo-Cell Common stock to Cord:Use, up to an aggregate value of $5,000,000. Cord:Use is also entitled to a portion of the gross profits generated, or deemed to have been generated, by Cryo-Cell from its ownership of the Tianhe Capital Stock.

During the nine months ended August 31, 2020, total revenue decreased 1% as compared to the same period in 2019. The Company reported net income of approximately $2,425,000 or $0.32 per basic common share for the nine months ended August 31, 2020 compared to net income of $1,446,000 or $0.19 per basic common share for the nine months ended August 31, 2019. Net income for the nine months ended August 31, 2020 principally resulted from a 4% decrease in cost of sales, a 1% decrease in selling, general and administrative expenses, a 14% decrease in interest expense and a 73% decrease in the Contingent Consideration (described below) which were offset by a 1% decrease in revenue and the termination of a revenue sharing agreement. On August 31, 2020 (the "Effective Date"), the Company entered into a Termination Agreement ("Termination Agreement") with the Erie Group (the "Erie Group"), pursuant to which all such parties terminated all of their respective rights, duties, obligations, options, and liabilities to each other arising out of or related to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement, Addendum thereto, Addition to such Addendum, and Amendment to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement among the Company and the Erie Group (collectively, the "SATS Agreement"). Additionally, pursuant to the terms of the Termination Agreement, the Company made a payment of $1,939,748 on the Effective Date and the parties released each other from all claims related to the SATS Agreement and agreed to dismiss with prejudice the previously disclosed complaint (See Note 10). Pursuant to the terms of the Agreement, the Erie Group will no longer have the rights to share in a portion of the Company's storage revenues derived from specimens which originated in the state of Illinois and its five contiguous states. The payment amount of $1,939,748 was offset by the carrying amount of the long-term liability related to the SATS in the amount of $550,000 and accrued expenses in the amount of $279,100 to reflect the extinguishment of revenue sharing agreements in the amount of $1,070,900 for the three and nine months ended August 31, 2020. Included in the net income for the nine months ended August 31, 2019 was an impairment charge of $2,332,763. Due to changes in sales trends and estimated recoverability of cost capitalized into inventory, an impairment charge of $2,332,763 was recognized during the second quarter of fiscal 2019 to reduce inventory from cost to net realizable value.

At August 31, 2020, the Company had cash and cash equivalents of $8,107,608. The Company's cash increased approximately $1,600,000 during the first nine months of fiscal 2020. Cash provided by operations was approximately $5,490,000 and cash provided due to the liquidation of marketable securities was $708,087 (see Note 1), which were offset by approximately $52,000 used for the purchase of property and equipment, $350,000 paid to Duke as part of the Patent Option Agreement (see Note 14), $1,900,000 toward the termination of a revenue sharing agreement (see Note 15) and approximately $2,325,000 used to repay the note payable.

The Company faces various risks related to health epidemics, pandemics and similar outbreaks, including the global outbreak of COVID-19. The Company believes it has taken appropriate steps to minimize the risk to our employees and to maintain normal business operations but cannot at this time predict the impact of the COVID-19 pandemic. It could have a material adverse effect on the business, financial position, results of operations and/or cash flows. Operating results for the nine months ended August 31, 2020, are not necessarily indicative of the results that may be expected for the fiscal year ending November 30, 2020.

Consistent with its fiduciary duties, the board of directors and management has reviewed and will continue to review strategic options and opportunities for the Company, in order to maximize shareholder value. These options may include, but are not limited to, strategic mergers or acquisitions, investments in other public and/or private companies, repurchases of RSA interests, a deregistration of the Company's common stock under the Securities Exchange Act of 1934 or a going-private transaction. These options may or may not be related to the Company's current business. In order to undertake any of the aforementioned activities, the Company may take on substantial debt or equity capital which could increase the risk of investment in the Company.

Results of Operations – Nine Month Period Ended August 31, 2020 Compared to the Nine Month Period Ended August 31, 2019

Revenue. Revenue for the nine months ended August 31, 2020 was $23,606,976 as compared to $23,846,357 for the same period in 2019. The decrease in revenue was primarily attributable to a 1% decrease in processing and storage fees.

Processing and Storage Fees. Processing and storage fee revenue is attributable to a 9% increase in recurring annual storage fee revenue offset by an 8% decrease in the number of new domestic cord blood specimens processed in the first nine months of fiscal 2020 versus the same period in 2019.

Product Revenue. For the nine months ended August 31, 2020, revenue from the product sales was $200,507 compared to $70,795 for the nine months ended August 31, 2019.

Public Cord Blood Banking Revenue. For the nine months ended August 31, 2020, revenue from the public cord blood banking sales was $484,547 compared to $529,041 for the nine months ended August 31, 2019.

Licensee Income. Licensee income for the nine months ended August 31, 2020 was $629,702 as compared to $625,001 for the 2019 period. Licensee and royalty income for the nine months ended August 31, 2020 and August 31, 2019 consists of royalty income earned on the processing and storage of specimens in India where the Company has a definitive License and Royalty Agreement.

Per the License and Royalty Agreement with LifeCell, there is a $1,000,000 cap on the amount of royalty due to the Company per year and a $10,000,000 cap on the amount of royalties due to the Company for the term of the License and Royalty Agreement. Since inception of the License and Royalty Agreement, the Company has recorded approximately $10,000,000 in royalty income due under the terms of the License and Royalty Agreement, of which, LifeCell has paid the Company approximately $8,650,000 as of August 31, 2020. The balance of approximately $1,350,000 is reflected as Accounts Receivable on the accompanying consolidated balance sheets. As of August 31, 2020, the Company has recognized all of the licensee income due under the License and Royalty Agreement with LifeCell.

Cost of Sales. Cost of sales for the nine months ended August 31, 2020 was $7,344,011 as compared to $7,683,853 for the same period in 2019, representing a 4% decrease. Cost of sales includes wages and supplies associated with process enhancements to the existing production procedures and quality systems in the processing of cord blood specimens at the Company's facility in Oldsmar, Florida and depreciation expense of approximately $155,000 and $145,000 for the nine months ended August 31, 2020 and 2019, respectively. Cost of Sales also includes $128,153 and $189,806 for the nine months ended August 31, 2020 and August 31, 2019, respectively, related to the costs associated with production of the PrepaCyte®-CB processing and storage system. Also included in Cost of Sales is $1,283,203 and $996,259 for the nine months ended August 31, 2020 and August 31, 2019, respectively, related to the public banks. The decrease in cost of sales for the nine months ended August 31, 2020 versus August 31, 2019 is due to the decrease in the number of new domestic cord blood specimens processed during the nine months ended August 31, 2020 versus August 31, 2019 which is offset by the increase in costs due to the public cord blood bank.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for the nine months ended August 31, 2020 were $10,804,404 as compared to $10,949,831 for the 2019 period representing a 1% decrease. These expenses are primarily comprised of selling and marketing expenses, salaries and wages for personnel and professional fees.

Research, Development and Related Engineering Expenses. Research, development and related engineering expenses for the nine months ended August 31, 2020 were $16,791 as compared to $13,281 for the 2019 period.

Depreciation and Amortization. Depreciation and amortization (not included in Cost of Sales) for the nine months ended August 31, 2020 was $130,034 compared to $159,600 for the 2019 period.

Change in the Fair Value of Contingent Consideration. Change in the fair value of the contingent consideration for the nine months ended August 31, 2020 was $169,741 compared to $636,278 for the 2019 period. The contingent consideration is the earnout that Cord:Use is entitled to from the Company's sale of the public cord blood inventory from and after closing, described above. The contingent consideration was remeasured to fair value as of August 31, 2020. The estimated fair value of the contingent earnout was determined using a Monte Carlo analysis examining the frequency and mean value of the resulting earnout payments. The resulting value captures the risk associated with the form of the payout structure. The risk-neutral method is applied, resulting in a value that captures the risk associated with the form of the payout structure and the projection risk. The carrying amount of the liability may fluctuate significantly and actual amounts paid may be materially different from the estimated value of the liability.

Impairment of Public Inventory. The impairment of public inventory for the nine months ended August 31, 2020 was $0 compared to $2,332,763 for the 2019 period. Due to changes in sales trends and estimated recoverability of cost capitalized into inventory, an impairment charge of $2,332,763 was recognized during the nine months ended August 31, 2019 to reduce inventory from cost to net realizable value.

Interest Expense. Interest expense during the nine months ended August 31, 2020, was $1,069,345 compared to $1,245,154 during the comparable period in 2019, of which, $321,957 and $609,832, respectively, related to the credit and subordination agreements with Texas Capital Bank, National Association as described in Note 6. The remaining interest expense is comprised of amounts due to the parties to the Company's revenue sharing agreements based on the Company's storage revenue collected.

Extinguishment of Revenue Sharing Agreement. On August 31, 2020, the Company entered into a Termination Agreement with the Erie Group pursuant to which all such parties terminated all of their respective rights, duties, obligations, options, and liabilities to each other arising out of or related to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement , Addendum thereto, Addition to such Addendum, and Amendment to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement among the Company and the Erie Group (collectively, the "SATS Agreement"). Additionally, pursuant to the terms o f the Termination Agreement, the Company made a payment of $1,939,748 on the Effective Date and the parties released each other from all claims related to the SATS Agreement and agreed to dismiss with prejudice the previously disclosed complaint (See Note 10). Pursuant to the terms of the Agreement, the Erie Group will no longer have the rights to share in a portion of the Company's storage revenues derived from specimens which originated in the state of Illinois and its five contiguous states. The payment amount of $1,939,748 was offset by the carrying amount of the long-term liability related to the SATS in the amount of $550,000 and accrued expenses in the amount of $279,100 to reflect the extinguishment of revenue sharing agreements in the amount of $1,070,900 for the nine months ended August 31, 2020.

Income Taxes. U.S. income tax expense for the nine months ended August 31, 2020 was $715,858 compared to $586,764 for the nine months ended August 31, 2019.

Deferred tax assets and liabilities are measured using enacted tax rates expected to be recovered or settled. The ultimate realization of our deferred tax assets depends upon generating sufficient future taxable income prior to the expiration of the tax attributes. In assessing the need for a valuation allowance, we must project future levels of taxable income. This assessment requires significant judgment. We examine the evidence related to the recent history of tax losses, the economic conditions in which we operate and our forecasts and projections to make that determination.

The Company records foreign income taxes withheld from installment payments of non-refundable up-front license fees and royalty income earned on the processing and storage of cord blood stem cell specimens in geographic areas where the Company has license agreements. The Company recorded $68,102 and $67,594 for the nine months ended August 31, 2020 and 2019, respectively, of foreign income tax expense which is included in income tax expense in the accompanying consolidated statements of comprehensive income.

Results of Operations - Three Month Period Ended August 31, 2020 Compared to the Three-Month Period Ended August 31, 2019

Revenue. Revenue for the three months ended August 31, 2020 was $8,114,358 as compared to $8,223,393 for the same period in 2019, a decrease of 1%.

Processing and Storage Fees. For the three months ended August 31, 2020, processing and storage fees revenue was $7,486,858 compared to $7,606,624 for the three months ended August 31, 2019. The decrease in processing and storage fee revenue is attributable to a 9% increase in recurring annual storage fee revenue.

Product Revenue. For the three months ended August 31, 2020, revenue from the product sales was $82,800 compared to $33,035 for the three months ended August 31, 2019.

Public Cord Blood Banking Revenue. For the three months ended August 31, 2020, revenue from the public cord blood banking sales was $116,826 compared to $160,561 for the three months ended August 31, 2019.

Licensee Income. Licensee income for the three months ended August 31, 2020, was $427,874 as compared to $423,173 for the 2019 quarter. Licensee income for the three months ended August 31, 2020 and August 31, 2019 consisted of royalty income earned on the processing and storage of cord blood stem cell specimens in India where the Company has a definitive License and Royalty Agreement.

Per the License and Royalty Agreement with Lifecell, there is a $1,000,000 cap on the amount of royalty due tothe Company per year and a $10,000,000 cap on the amount of royalties due to the Company for the term of the License and Royalty Agreement. Since inception of the License and Royalty Agreement, the Company has recorded approximately $10,000,000 in royalty income due under the terms of the License and Royalty Agreement, of which, Lifecell has paid the Company approximately $8,650,000 as of August 31, 2020. The balance of approximately $1,350,000 is reflected as Accounts Receivable on the accompanying consolidated balance sheets. As of August 31, 2020, the Company has recognized all of the licensee income due under the License and Royalty Agreement with Lifecell.

Cost of Sales. Cost of sales for the three months ended August 31, 2020 was $2,360,324 as compared to $2,589,335 for the same period in 2019, representing a 9% decrease. Cost of sales includes wages and supplies associated with process enhancements to the existing production procedures and quality systems in the processing of cord blood specimens at the Company's facility in Oldsmar, Florida and depreciation expense of approximately $51,000 and $49,000 for the three months ended August 31, 2020 and 2019, respectively. Also, included in cost of sales is $55,021 and $25,180 related to the costs associated with production of the Prepacyte®-CB processing and storage system for the three months ended August 31, 2020 and August 31, 2019, respectively. Public cord blood banking costs included in cost of sales for the three months ended August 31, 2020 and 2019, are $394,162 and $323,888, respectively. The decrease in cost of sales for the three months ended August 31, 2020 versus August 31, 2019 is due to the decrease in the number of new domestic cord blood specimens processed during the three months ended August 31, 2020 versus August 31, 2019 which is offset by the increase in costs due to the public cord blood bank.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for the three months ended August 31, 2020 were $3,375,807 as compared to $3,556,602 for the 2019 period, representing a 5% decrease. Selling, general and administrative expenses is primarily comprised of expenses for selling and marketing expenses, salaries and wages for personnel and professional fees.

Research, Development and Related Engineering Expenses. Research, development and related engineering expenses for the three months ended August 31, 2020 were $1,248 as compared to $2,440 for the 2019 period.

Depreciation and Amortization. Depreciation and amortization (not included in Cost of Sales) for the three months ended August 31, 2020 was $42,510 compared to $47,286 for the 2019 period.

Change in the Fair Value of Contingent Consideration. Change in the fair value of the contingent consideration for the three months ended August 31, 2020 was ($145,752) compared to $34,649 for the 2019 period. The contingent consideration is the earnout that Cord:Use is entitled to from the Company's sale of the public cord blood inventory from and after closing, described above. The contingent consideration was remeasured to fair value as of August 31, 2020. The estimated fair value of the contingent earnout was determined using a Monte Carlo analysis examining the frequency and mean value of the resulting earnout payments. The resulting value captures the risk associated with the form of the payout structure. The risk-neutral method is applied, resulting in a value that captures the risk associated with the form of the payout structure and the projection risk. The carrying amount of the liability may fluctuate significantly and actual amounts paid may be materially different from the estimated value of the liability.

Interest Expense. Interest expense during the three months ended August 31, 2020, was $338,675 compared to $413,942 during the comparable quarter in 2019. Interest expense for the three months ended August 31, 2020 and August 31, 2019 consists of $87,753 and $190,148, respectively, related to the credit and subordination agreements with Texas Capital Bank, National Association as described in Note 6. The remaining interest expense is comprised of amounts due to the parties to the Company's revenue sharing agreements based on the Company's storage revenue collected.

Extinguishment of Revenue Sharing Agreement. On August 31, 2020, the Company entered into a Termination Agreement with the Erie Group pursuant to which all such parties terminated all of their respective rights, duties, obligations, options, and liabilities to each other arising out of or related to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement, Addendum thereto, Addition to such Addendum, and Amendment to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement among the Company and the Erie Group (collectively, the "SATS Agreement"). Additionally, pursuant to the terms of the Termination Agreement, the Company made a payment of $1,939,748 on the Effective Date and the parties released each other from all claims related to the SATS Agreement and agreed to dismiss with prejudice the previously disclosed complaint (See Note 10). Pursuant to the terms of the Agreement, the Erie Group will no longer have the rights to share in a portion of the Company's storage revenues derived from specimens which originated in the state of Illinois and its five contiguous states. The payment amount of $1,939,748 was offset by the carrying amount of the long-term liability related to the SATS in the amount of $550,000 and accrued expenses in the amount of $279,100 to reflect the extinguishment of revenue sharing agreements in the amount of $1,070,900 for the three months ended August 31, 2020.

Income Taxes. U.S. income tax expense for the three months ended August 31, 2020 and August 31, 2019 was $105,296 and $452,982, respectively.

Deferred tax assets and liabilities are measured using enacted tax rates expected to be recovered or settled. The ultimate realization of our deferred tax assets depends upon generating sufficient future taxable income prior to the expiration of the tax attributes. In assessing the need for a valuation allowance, we must project future levels of taxable income. This assessment requires significant judgment. We examine the evidence related to the recent history of tax losses, the economic conditions in which we operate and our forecasts and projections to make that determination.

The Company records foreign income taxes withheld from installment payments of non-refundable up-front license fees and royalty income earned on the processing and storage of cord blood stem cell specimens in geographic areas where the Company has license agreements. The Company recorded $46,274 and $45,766 for the three months ended August 31, 2020 and 2019, respectively, of foreign income tax expense, which is included in income tax expense in the accompanying consolidated statements of comprehensive income.

Liquidity and Capital Resources

On May 20, 2016, the Company entered into a Credit Agreement ("Agreement") with Texas Capital Bank, National Association ("TCB") for a term loan of $8.0 million in senior credit facilities. The proceeds of the term loan were used by the Company to fund repurchases of the Company's common stock. Subject to the terms of the Agreement, on May 20, 2016, TCB advanced the Company $100.00. On July 1, 2016, TCB advanced the remaining principal amount of $7,999,900 per a promissory note dated May 20, 2016 between the Company and TCB.

On August 26, 2016, the Company entered into a First Amendment to Credit Agreement with TCB. Pursuant to terms of the First Amendment to Credit Agreement, on August 26, 2016, TCB made an additional advance to the Company in principal amount of $2,133,433 per an Amended and Restated Promissory Note dated August 26, 2016 between the Company and TCB. The additional proceeds of the term loan were used by the Company to fund the extinguishment of revenue sharing agreements.

On June 11, 2018, the Company entered into a Second Amendment to Credit Agreement with TCB. Pursuant to the terms of the Second Amendment to Credit Agreement, TCB made an additional advance to the Company in principal amount of $9,000,000 per an Amended and Restated Promissory Note dated June 11, 2018 between the Company and TCB in the principal amount of $15,500,000. The proceeds were used to finance a portion of the purchase price of the Cord:Use Purchase.

Prior to the loans, the Company's principal source of cash has been from sales of its umbilical cord blood program to customers and royalties from licensees.

At August 31, 2020, the Company had cash and cash equivalents of $8,107,608 as compared to $6,541,037 at November 30, 2019. The increase in cash and cash equivalents during the nine months ended August 31, 2020 was primarily attributable to the following:

Net cash provided by operating activities for the nine months ended August 31, 2020 was $5,489,878, which was attributable to the Company's operating activities.

Net cash provided by operating activities for the nine months ended August 31, 2019 was $5,170,392, which was attributable to the Company's operating activities and an increase in the Company's new clients choosing the prepaid storage plans versus the annual storage fee plan.

Net cash provided by investing activities for the nine months ended August 31, 2020 was $305,691 which was attributable to cash received due to the liquidation of marketable securities in the amount of $708,087, offset by $52,396 used to purchase property and equipment and $350,000 used as part of the Patent Option Agreement with Duke (See Note 14).

Net cash used in investing activities for the nine months ended August 31, 2019 was $507,339 which was primarily attributable to cash used to purchase property and equipment.

Net cash used in financing activities for the nine months ended August 31, 2020 was $4,228,998, which was primarily attributable to the payments of $2,324,998 to repay the note payable described above, $1,900,000 used to terminate a revenue sharing agreement (See Note 15), and $45,000 used to pay the Cord:Use earnout (See Note 1) which are offset by the receipt of $41,000 from the exercise of stock options.

Net cash used in financing activities for the nine months ended August 31, 2019 was $3,364,297, which was primarily attributable to the payments of $3,324,997 to repay the note payable described above, $45,000 used to pay the Cord:Use earnout offset by the receipt of $5,700 from the exercise of stock options.

The Company does not have a line of credit.

The Company anticipates making discretionary capital expenditures of approximately $500,000 over the next twelve months for software enhancements and purchases of property and equipment. The Company anticipates funding future property and equipment purchases with cash-on-hand and cash flows from future operations.

The Company anticipates that its cash and cash equivalents, marketable securities and cash flows from future operations will be sufficient to fund its known cash needs for at least the next 12 months. Cash flows from operations will depend primarily upon increasing revenues from sales of its umbilical cord blood and cord tissue cellular storage services and managing discretionary expenses. If expected increases in revenues are not realized, or if expenses are higher than anticipated, the Company may be required to reduce or defer cash expenditures or otherwise manage its cash resources during the next 12 months so that they are sufficient to meet the Company's cash needs for that period. In addition, the Company may consider seeking equity or debt financing if deemed appropriate for its plan of operations, and if such financing can be obtained on acceptable terms. There is no assurance that any reductions in expenditures, if necessary, will not have an adverse effect on the Company's business operations, including sales activities and the development of new services and technology.

Critical Accounting Policies

This discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and disclosures of contingent assets and liabilities. For a full discussion of our accounting policies please refer to Note 1 to the Consolidated Financial Statements included in our 2019 Annual Report on Form 10-K filed with the SEC on February 28, 2020. Our most critical accounting policies and estimates include: recognition of revenue and the related allowance for doubtful accounts, stock-based compensation, income taxes and license and revenue sharing agreements. We continually evaluate our judgments, estimates and assumptions. We base our estimates on the terms of underlying agreements, historical experience and other factors that we believe are reasonable based on the circumstances, the results of which form our management's basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. There have been changes to our critical accounting policies and estimates from the information provided in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* included in our 2019 Annual Report on Form 10-K. Please refer to Note 1 to the Consolidated Financial Statements.

Recently Issued Accounting Pronouncements

See Note 1 to the Consolidated Financial Statements.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonable likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on their most recent review, as of the end of the period covered by this report, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures are effective, and that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure and are effective to ensure that such information is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Changes in Internal Control Over Financial Reporting

There were no other changes in the Company's internal controls over financial reporting during the nine months ended August 31, 2020 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our Co-CEOs and CFO, does not expect that our disclosure controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management or board override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

CEO and CFO Certifications

Appearing as exhibits 31.1, 31.2 and 31.3 to this report there are Certifications of the Co-CEOs and the CFO. The Certifications are required in accordance with Section 302 of the Sarbanes-Oxley Act of 2002 (the Section 302 Certifications). This Item of this report is the information concerning the evaluation referred to in the Section 302 Certifications and this information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On December 3, 2015, a complaint styled *Gary T. Brotherson, M.D., et al. v. Cryo-Cell International, Inc.,* Case No. 15-007461-CI, Circuit Court, Sixth Judicial Circuit, Pinellas County, Florida, was served on the Company, naming it as defendant and alleging, among other things, that the Company breached certain agreements with plaintiffs and seeking damages in excess of $15,000, the jurisdictional amount of the court in which the action is pending. On January 12, 2016, the Company served its answer, affirmative defenses, and counterclaim against the plaintiffs.

On August 31, 2020 (the "Effective Date"), Cryo-Cell International, Inc. (the "Company") entered into a Termination Agreement ("Termination Agreement") with the Erie Group (the "Erie Group"), pursuant to which all such parties terminated all of their respective rights, duties, obligations, options, and liabilities to each other arising out of or related to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement, Addendum thereto, Addition to such Addendum, and Amendment to the Cryo-Cell International, Inc. Space and Time Sharing (SATS) Lease Agreement among the Company and the Erie Group (collectively, the "SATS Agreement"). Additionally, pursuant to the terms of the Termination Agreement, the Company made a payment of $1,939,748 on the Effective Date and the parties released each other from all claims related to the SATS Agreement and agreed to dismiss with prejudice to foregoing complaint. Pursuant to the terms of the Agreement, the Erie Group will no longer have the rights to share in a portion of the Company's storage revenues derived from specimens which originated in the state of Illinois and its five contiguous states.

In addition, from time to time the Company is subject to proceedings, lawsuits, contract disputes and other claims in the normal course of its business. The Company believes that the ultimate resolution of current matters should not have a material adverse effect on the Company's business, consolidated financial position or results of operations. It is possible, however, that there could be an unfavorable ultimate outcome for or resolution which could be material to the Company's results of operations for a particular quarterly reporting period. Litigation is inherently uncertain and there can be no assurance that the Company will prevail. The Company does not include an estimate of legal fees and other related defense costs in its estimate of loss contingencies.

ITEM 1A. RISK FACTORS

Not applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ISSUER PURCHASE OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
June 1 – 30, 2020	—	—	—	1,906,465
July 1 – 31, 2020	—	—	—	1,906,465
August 1 – 31, 2020	—	—	—	1,906,465

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

(a) Exhibits

31.1	Certification of Co-CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Co-CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cryo-Cell International, Inc.

/s/ David Portnoy
David Portnoy
Co-Chief Executive Officer

Cryo-Cell International, Inc.

/s/ Mark Portnoy
Mark Portnoy
Co-Chief Executive Officer

Cryo-Cell International, Inc.

/s/ Jill M. Taymans
Jill M. Taymans
Vice President, Finance, Chief Financial Officer

Date: October 15, 2020

EXHIBIT 31.1

CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER

I, David Portnoy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cryo-Cell International, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d – 15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting;

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: October 15, 2020

/s/ David Portnoy

David Portnoy

EXHIBIT 31.2

CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER

I, Mark Portnoy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cryo-Cell International, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d – 15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting;

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: October 15, 2020

/s/ Mark Portnoy

Mark Portnoy

EXHIBIT 31.3

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Jill M. Taymans, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cryo-Cell International, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d – 15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting;

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: October 15, 2020

/s/ Jill M. Taymans

Jill M. Taymans

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Cryo-Cell International, Inc. (the “Company”) on Form 10-Q for the quarter ended August 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David Portnoy, Co-Chief Executive Officer of the Company, I, Mark Portnoy, Co-Chief Executive Officer of the Company, and I, Jill M. Taymans, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David Portnoy
David Portnoy
Co-Chief Executive Officer

October 15, 2020

/s/ Mark Portnoy
Mark Portnoy
Co-Chief Executive Officer

October 15, 2020

/s/ Jill M. Taymans
Jill M. Taymans
Vice President, Finance (Chief Financial Officer)

October 15, 2020