## FORM 4

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

OMB APPROVAL

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

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

Stock

Option

\$ 2.9

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

| (Print or Ty  | pe Response | s)   |   |  |            |         |           | 1 3   |                       |                         |  |   |  |                                     |  |  |  |                         |           |
|---|-------------|--|---|--|------------|---------|-----------|---|-----------------------|-------------------------|--|---|--|-------------------------------------|--|--|--|-------------------------|-----------|
| (Print or Type Responses)  1. Name and Address of Reporting Person* PORTNOY DAVID |             |  |   | 2. Issuer Name and Ticker or Trading Symbol CRYO CELL INTERNATIONAL INC [CCEL] |            |         |           |   |                       |                         | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X_ Director 10% Owner |   |  |                                     |  |  |  |                         |           |
| (Last) (First) (Middle)<br>700 BROOKER CREEK BLVD., SUITE 1800                    |             |  |   | 3. Date of Earliest Transaction (Month/Day/Year) 03/05/2015                    |            |         |           |   |                       |                         | X Officer (give title below) Other (specify below)  Co-Chief Executive Officer                 |   |  |                                     |  |  |  |                         |           |
| (Street)  |             |  |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                           |            |         |           |   |                       |                         |  | 6. Individual or Joint/Group Filing(Check Applicable Line)                            |  |                                     |  |  |  |                         |           |
| OLDSMAR, FL 34677   |             |  |   |  |            |         |           |   |                       |                         |  | _X_Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |                                     |  |  |  |                         |           |
| (City) (State) (Zip)  |             |  | Table I - Non-Derivative Securities Acqu                    |  |            |         |           |   |                       | quired                  | uired, Disposed of, or Beneficially Owned  |   |  |                                     |  |  |  |                         |           |
| 1.Title of Security<br>(Instr. 3)   |             | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) |  | (Instr. 8) |         | (A<br>(It | 4. Securities Acqui (A) or Disposed of (Instr. 3, 4 and 5)  (A) or Amount (D) I |                       | of (D)                  | f (D) Owned Follow<br>Transaction(s)<br>(Instr. 3 and 4  |   | ecurities Beneficially<br>ing Reported |                                     | 6. Ownership Form: Benefic Owners (D) or Indirect (I) (Instr. 4) |  | ct<br>cial<br>ship                                   |                         |           |
| Commor  | Stock       |  | 03/05/2015  |  |            |         | P         | ,   |                       | 75                      | ` ′  | \$ 2.4  | 47,6                                   | 10                                  |  |  | I  | By 40                   | )1K       |
| Commor  | n Stock     |  | 03/09/2015  |  |            |         | Р         | ,   | 27                    | 73                      | A  | \$<br>2.55  | 47,8                                   | 83                                  |  |  | I  | By 40                   | 01K       |
| Common Stock 03/06/2015   |             |  | 03/06/2015  |  |            |         | P         |   | 2,                    | ,005                    | A  | \$ 2.5  | 9,12                                   | I I                                 |  | I  |  | As Cust for<br>Daughter |           |
| Common Stock 03/06/20   |             |  | 03/06/2015  |  |            | P       |           | 2,  | ,000                  | A                       | \$ 2.5   | 9,974   |  |                                     | I  | As Cu<br>Son   | As Cust for<br>Son                                   |                         |           |
| Commor  | n Stock     |  |   |  |            |         |           |   |                       |                         |  |   | 184,                                   | 407                                 |  |  | D  |                         |           |
| Common  | n Stock     |  |   |  |            |         |           |   |                       |                         |  |   | 78,8                                   | 64                                  |  |  | I  | By Sp                   | pouse     |
| Commor  | n Stock     |  |   |  |            |         |           |   |                       |                         |  |   | 148,                                   | 224                                 |  |  | I  | By<br>Corpo             | oration   |
| Commor  | Stock       |  |   |  |            |         |           |   |                       |                         |  |   | 78,1                                   | 76                                  |  |  | I  | By Ll                   | LC (2)    |
| Commor  | Stock       |  |   |  |            |         |           |   |                       |                         |  |   | 199,                                   | 080                                 |  |  | I  | By IR                   | RA        |
| Commor  | 1 Stock     |  |   |  |            |         |           |   |                       |                         |  |   | 55,2                                   | 19                                  |  |  | I  | By<br>Corpo             | oration   |
| Commor  | 1 Stock     |  |   |  |            |         |           |   |                       |                         |  |   | 17,0                                   | 00                                  |  |  | I  | By Fa<br>in-lav         |           |
| Reminder:   | Report on a | separate line for each                     | ch class of securities                                      |  |            |         |           | P-<br>in<br>di  | erso<br>this<br>ispla | ns wh<br>form<br>ys a c | are not<br>urrently  | requi   | red to<br>OMB                          | respond (<br>control n              | f informati<br>unless the<br>umber.                              |  | tained   | SEC 147                 | 74 (9-02) |
| 1 TH 0  | 12          | 2 Tuo                                      |   | (e.g., pu  | ıts, ca    | alls, v |           | ıts, optic  | ons, c                | onvert                  | ible secu  | urities)  | •                                      |                                     | Q Duita  | 0 N- 1   | hom - 6 1  | 0                       | 11 N      |
| Derivative Conversion Date Execution Date, if T                                   |             | Code                                       | tion  | tion Number Expirat (Month   |            |         | on Da     | n Date o<br>Day/Year) S   |                       |                         | of Underlying I<br>Securities S  |   |  |                                     |  | Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | 11. Naturo of Indirect Beneficia Ownershi (Instr. 4) |                         |           |
|   |             |  |   | Code   | V          | (A)     | (D)       | Date<br>Exercisa  | able                  | Expi<br>Date            | ration   | Title   |  | Amount<br>or<br>Number<br>of Shares |  |  |  |                         |           |
| Stock<br>Option   | \$ 1.72     |  |   |  |            |         |           | 12/01/  | 2011                  | 1 12/0                  | 01/2021  |   | nmon<br>ock                            | 200,000                             |  | 200,0  | 000  | D                       |           |

Common

Stock

100,000

300,000

D

08/31/2011 08/31/2021

### **Reporting Owners**

|   | Relationships |              |                            |       |  |  |  |
|---|---------------|--------------|----------------------------|-------|--|--|--|
| Reporting Owner Name / Address  | Director      | 10%<br>Owner | Officer                    | Other |  |  |  |
| PORTNOY DAVID<br>700 BROOKER CREEK BLVD., SUITE 1800<br>OLDSMAR, FL 34677 | X             |              | Co-Chief Executive Officer |       |  |  |  |

#### **Signatures**

| /s/ David I. Portnoy          | 03/09/2015 |
|-------------------------------|------------|
| Signature of Reporting Person | Date       |

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares of Common Stock held by PartnerCommunity, as to which David I. Portnoy may be deemed the beneficial owner as Chairman of the Board and Secretary and as managing member of Mayim Management, LLC, which may exercise investment and voting discretion over such shares of Common Stock in accordance with the Investment Advisory Agreement.
- (2) Shares of Common Stock held by Mayim Investments Limited Partnership, as to which David I.Portnoy may be deemed the beneficial owner as the managing member and owner of Mayim Management, LLC, which is the general partner of Mayim Investment Limited Partnership, which is the general partner of Mayim Investment Limited Partnership.
- (3) Shares of Common Stock held by uTIPu, Inc., as to which David I. Portnoy may be deemed the beneficial owner as Chairman of the Board and Secretary.

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

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