

PORTNOY DAVID  
Form 4  
March 14, 2018

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(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)

(Last) (First) (Middle)  
700 BROOKER CREEK BLVD.,  
SUITE 1800

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Co-Chief Executive Officer

(Street)  
OLDSMAR, FL 34677

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    |                                      |  |                                |   | 151,224   | I  | By Corporation <sup>(1)</sup>                         |
| Common Stock                    |                                      |  |                                |   | 49,150  | I  | By 401K   |
| Common Stock                    |                                      |  |                                |   | 9,122   | I  | As Cust for Daughter                                  |
| Common Stock                    |                                      |  |                                |   | 9,974   | I  | As Cust for Son                                       |
|                                 |                                      |  |                                |   | 486,532   | D  |   |

|              |         |   |                               |
|--------------|---------|---|-------------------------------|
| Common Stock |         |   |                               |
| Common Stock | 78,864  | I | By Spouse                     |
| Common Stock | 59,027  | I | By LLC <sup>(2)</sup>         |
| Common Stock | 199,080 | I | By IRA                        |
| Common Stock | 55,219  | I | By Corporation <sup>(3)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Stock Option                               | \$ 1.72  |                                      |  |                                |   | 12/01/2011   | 12/01/2021  | Common Stock | 200,000              |
| Stock Option                               | \$ 2.9   |                                      |  |                                |   | 08/31/2011   | 08/31/2021  | Common Stock | 100,000              |
| Stock Option                               | \$ 3.14  |                                      |  |                                |   | 04/15/2016 <sup>(4)</sup>                                | 04/15/2026  | Common Stock | 70,270               |
| Stock Option                               | \$ 7.92  | 03/08/2018                           |  | A                              | 23,636  | <u>(5)</u>   | 03/08/2023  | Common Stock | 23,636               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             |           |         |       |

PORTNOY DAVID  
700 BROOKER CREEK BLVD., SUITE 1800  
OLDSMAR, FL 34677

Co-Chief  
Executive  
Officer

## Signatures

/s/ David I.  
Portnoy

03/14/2018

\*\*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).

Share of Common Stock held by Partner Community, as to which David I. Portnoy may be deemed the beneficial owner as the Chairman of the Board and Secretary and as the 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.

(1) Share of Common Stock held by Mayim Investment Limited Partnership, as to which David I. Portnoy may be deemed the beneficial owner as the managing member and owner Mayim Management, LLC, which is the general partner of Mayim Management Limited Partnership, which is the general partner of Mayim Investment Limited Partnership.

(2) Share of Common Stock held by uTIPu, Inc, as to which David I. Portnoy may be deemed the beneficial owner as the Chairman of the Board and Secretary.

(3) Stock options vest 1/3 on date of grant, 1/3 on December 1, 2016 and 1/3 December 1, 2017.

(4) Stock options will vest 1/3 on date of grant, 1/3 on December 1, 2018 and 1/3 on December 1, 2019.

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

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