

CRYO CELL INTERNATIONAL INC
 Form 4
 February 15, 2017

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)
 01/31/2017

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock						I	By Corporation (1)
Common Stock					151,224	I	By 401K
Common Stock					49,150	I	As Cust for Daughter
Common Stock					9,122	I	As Cust for Son
	01/31/2017		A	A	\$ 0	488,532	D

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Common Stock	183,145 <u>(5)</u>			
Common Stock		78,864	I	By Spouse
Common Stock		78,176	I	By LLC <u>(2)</u>
Common Stock		199,080	I	By IRA
Common Stock		55,219	I	By Corporation 2 <u>(3)</u>
Common Stock		17,000	I	By Father-in-law

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)	8. D S (
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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 ⁽⁴⁾	04/15/2026	Common Stock	70,270

Reporting Owners

Reporting Owner Name / Address

Relationships

	Director	10% Owner	Officer	Other
PORTNOY DAVID 700 BROOKER CREEK BLVD., SUITE 1800 OLDSMAR, FL 34677		X	Co-Chief Executive Officer	

Signatures

/s/ David I.
Portnoy

02/15/2017

**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) 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.
 - (2) Share of Common Stock held by Mayim Investment Limited Partnership, as to 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.
 - (3) 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.
 - (4) Stock options vest 1/3 on date of grant, 1/3 on December 1, 2016 and 1/3 December 1, 2017.
 - (5) Share of restricted stock awarded for 2016 performance pursuant to employment executed April 15, 2016.

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.