

PORTNOY DAVID
Form SC 13D/A
May 10, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

CRYO-CELL International, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

228895108

(CUSIP Number)

Steven Lanter, Esq.
Luse Gorman Pomerenk & Schick, PC
5335 Wisconsin Avenue, NW, Suite 780
Washington, D.C. 20015

(202) 274-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 9, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 228895108

- | | | |
|-----|---|--|
| 1. | Name of Reporting Person:
David Portnoy | I.R.S. Identification Nos. of above persons
(entities only):
N/A |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
PF, OO | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o | |
| 6. | Citizenship or Place of Organization:
United States of America | |
| 7. | Sole Voting Power:
210,122 | |
| 8. | Shared Voting Power:
0 | |
| 9. | Sole Dispositive Power:
210,122 | |
| 10. | Shared Dispositive Power:
0 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
210,122 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o | |
| 13. | Percent of Class Represented by Amount in Row (11):
1.8% | |
| 14. | Type of Reporting Person (See Instructions):
IN, HC | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

- | | | |
|-----|---|---|
| 1. | Name of Reporting Person:
Visual Investment Corp. | I.R.S. Identification Nos. of above persons
(entities only): |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o | |
| 6. | Citizenship or Place of Organization:
Florida | |
| 7. | Sole Voting Power:
2,146 | |
| 8. | Shared Voting Power:
0 | |
| 9. | Sole Dispositive Power:
2,146 | |
| 10. | Shared Dispositive Power:
0 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
2,146 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o | |
| 13. | Percent of Class Represented by Amount in Row (11):
0.0% | |
| 14. | Type of Reporting Person (See Instructions):
CO | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

- | | | |
|-----|---|---|
| 1. | Name of Reporting Person:
PartnerCommunity, Inc. | I.R.S. Identification Nos. of above persons
(entities only): |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o | |
| 6. | Citizenship or Place of Organization:
Florida | |
| 7. | Sole Voting Power:
117,223 | |
| 8. | Shared Voting Power:
0 | |
| 9. | Sole Dispositive Power:
117,223 | |
| 10. | Shared Dispositive Power:
0 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
117,223 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o | |
| 13. | Percent of Class Represented by Amount in Row (11):
1.0% | |
| 14. | Type of Reporting Person (See Instructions):
CO | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

- | | | |
|-----|---|---|
| 1. | Name of Reporting Person:
uTIPu Inc. | I.R.S. Identification Nos. of above persons
(entities only): |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | <input checked="" type="radio"/> x |
| | (b) | <input type="radio"/> o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): <input type="radio"/> o | |
| 6. | Citizenship or Place of Organization:
Florida | |
| 7. | Sole Voting Power:
50,533 | |
| 8. | Shared Voting Power:
0 | |
| 9. | Sole Dispositive Power:
50,533 | |
| 10. | Shared Dispositive Power:
0 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
50,533 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="radio"/> o | |
| 13. | Percent of Class Represented by Amount in Row (11):
0.4% | |
| 14. | Type of Reporting Person (See Instructions):
CO | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

- | | | |
|-----|---|---|
| 1. | Name of Reporting Person:
Mayim Investment Limited
Partnership | I.R.S. Identification Nos. of above persons
(entities only): |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o | |
| 6. | Citizenship or Place of Organization:
Delaware | |
| 7. | Sole Voting Power:
199,738 | |
| 8. | Shared Voting Power:
0 | |
| 9. | Sole Dispositive Power:
199,738 | |
| 10. | Shared Dispositive Power:
0 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
199,738 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o | |
| 13. | Percent of Class Represented by Amount in Row (11):
1.1% | |
| 14. | Type of Reporting Person (See Instructions):
PN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

- | | | |
|-----|---|--|
| 1. | Name of Reporting Person:
Jamie H. Zidell | I.R.S. Identification Nos. of above persons
(entities only):
N/A |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
PF | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o | |
| 6. | Citizenship or Place of Organization:
United States of America | |
| 7. | Sole Voting Power:
174,430 | |
| 8. | Shared Voting Power:
0 | |
| 9. | Sole Dispositive Power:
174,430 | |
| 10. | Shared Dispositive Power:
0 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
174,430 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o | |
| 13. | Percent of Class Represented by Amount in Row (11):
1.5% | |
| 14. | Type of Reporting Person (See Instructions):
IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

- | | | |
|-----|---|---|
| 1. | Name of Reporting Person:
Deborah Portnoy | I.R.S. Identification Nos. of above persons
(entities only): |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
PF | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o | |
| 6. | Citizenship or Place of Organization:
France | |
| 7. | Sole Voting Power:
63,316 | |
| 8. | Shared Voting Power:
0 | |
| 9. | Sole Dispositive Power:
63,316 | |
| 10. | Shared Dispositive Power:
0 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
63,316 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o | |
| 13. | Percent of Class Represented by Amount in Row (11):
0.5% | |
| 14. | Type of Reporting Person (See Instructions):
IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

- | | | |
|-----|---|---|
| 1. | Name of Reporting Person:
Lynne Portnoy | I.R.S. Identification Nos. of above persons
(entities only): |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
PF | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o | |
| 6. | Citizenship or Place of Organization:
United States of America | |
| 7. | Sole Voting Power:
16,130 | |
| 8. | Shared Voting Power:
1,000 | |
| 9. | Sole Dispositive Power:
16,130 | |
| 10. | Shared Dispositive Power:
1,000 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
17,130 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o | |
| 13. | Percent of Class Represented by Amount in Row (11):
0.1% | |
| 14. | Type of Reporting Person (See Instructions):
IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

- | | | |
|-----|---|---|
| 1. | Name of Reporting Person:
Gilbert Portnoy | I.R.S. Identification Nos. of above persons
(entities only): |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
PF | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o | |
| 6. | Citizenship or Place of Organization:
United States of America | |
| 7. | Sole Voting Power:
143 | |
| 8. | Shared Voting Power:
1,000 | |
| 9. | Sole Dispositive Power:
143 | |
| 10. | Shared Dispositive Power:
1,000 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
17,293 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o | |
| 13. | Percent of Class Represented by Amount in Row (11):
0.0% | |
| 14. | Type of Reporting Person (See Instructions):
IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

- | | | |
|-----|---|--|
| 1. | Name of Reporting Person:
Mark L. Portnoy | I.R.S. Identification Nos. of above persons
(entities only):
N/A |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | |
| | (a) | x |
| | (b) | o |
| 3. | SEC Use Only: | |
| 4. | Source of Funds (See Instructions):
PF | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o | |
| 6. | Citizenship or Place of Organization:
United States of America | |
| 7. | Sole Voting Power:
113,115 | |
| 8. | Shared Voting Power:
0 | |
| 9. | Sole Dispositive Power:
113,115 | |
| 10. | Shared Dispositive Power:
0 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person:
113,115 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o | |
| 13. | Percent of Class Represented by Amount in Row (11):
1.0% | |
| 14. | Type of Reporting Person (See Instructions):
IN, HC | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 228895108

1.	Name of Reporting Person:	I.R.S. Identification Nos. of above persons
	Capital Asset Fund #1 L.P.	(entities only):
		N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions):