

CRYO CELL INTERNATIONAL INC  
 Form 4  
 May 05, 2014

**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 \*  
 Gaines George

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/02/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

700 BROOKER CREEK BLVD.,  
 SUITE 1800

(Street)

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

OLDSMAR, FL 34677

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 05/02/2014                           |  | P                              |   | 5,000 A \$ 2.2  | I  | By IRA                            |
| Common Stock                    | 05/05/2014                           |  | P                              |   | 300 A \$ 2.4  | I  | By IRA                            |
| Common Stock                    | 05/05/2014                           |  | P                              |   | 4,800 A \$ 2.39   | I  | By IRA                            |
| Common Stock                    | 05/05/2014                           |  | P                              |   | 5,400 A \$ 2.35   | I  | By IRA                            |
| Common Stock                    | 05/05/2014                           |  | P                              |   | 2,500 A \$ 2.28   | I  | By IRA                            |

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|              |            |   |        |   |         |         |   |        |
|--------------|------------|---|--------|---|---------|---------|---|--------|
| Common Stock | 05/05/2014 | P | 2,500  | A | \$ 2.25 | 920,500 | I | By IRA |
| Common Stock | 05/05/2014 | P | 3,500  | A | \$ 2.22 | 924,000 | I | By IRA |
| Common Stock | 05/05/2014 | P | 2,500  | A | \$ 2.39 | 926,500 | I | By IRA |
| Common Stock | 05/05/2014 | P | 11,500 | A | \$ 2.3  | 938,000 | I | By IRA |
| Common Stock | 05/05/2014 | P | 1,000  | A | \$ 2.28 | 939,000 | I | By IRA |
| Common Stock | 05/05/2014 | P | 7,000  | A | \$ 2.24 | 946,000 | I | By IRA |

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

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

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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. De        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options                              | \$ 2.8   |                                      |  |                                |   | 08/30/2011   | 08/30/2021  | Common Stock | 20,000<br>(1)              |
| Stock Options                              | \$ 2.04  |                                      |  |                                |   | 07/10/2012 <sup>(2)</sup>                                | 07/10/2022  | Common Stock | 7,500                      |
| Stock Options                              | \$ 1.95  |                                      |  |                                |   | 07/19/2013 <sup>(3)</sup>                                | 07/19/2023  | Common Stock | 7,500                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director   10% Owner   Officer   Other

Gaines George  
700 BROOKER CREEK BLVD., SUITE 1800      X  
OLDSMAR, FL 34677

## Signatures

George Gaines                      05/05/2014

\_\_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) Stock options vest at a rate of 1/3 per year commencing on August 30, 2011.
  - (2) Stock options vest at a rate of 1/12 per month commencing on July 10, 2012.
  - (3) Stock options vest at a rate of 1/3 per month commencing on July 19, 2013.

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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