Wheeler Jonathan H. Form 4 August 29, 2017

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

Expires:

January 31, 2005

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

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(b).

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person \* Wheeler Jonathan H.

2. Issuer Name and Ticker or Trading Symbol

Issuer

CRYO CELL INTERNATIONAL

(Check all applicable)

5. Relationship of Reporting Person(s) to

INC [CCEL]

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

4. If Amendment, Date Original

X\_ Director Officer (give title below)

10% Owner Other (specify

700 BROOKER CREEK BLVD., **SUITE 1800** 

(Street)

(State)

(Zip)

07/18/2017

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

OLDSMAR, FL 34677

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned **Following** (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

35,000 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number on 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 or Number of Share
Stock Options	\$ 2.8					08/30/2011	08/30/2021	Common Stock	20,000 (1)
Common Stock	\$ 2.04					07/10/2012(2)	07/10/2022	Common Stock	7,500
Common Stock	\$ 1.95					07/19/2013(3)	07/19/2023	Common Stock	7,500
Common Stock	\$ 2.4					07/22/2014 <u>(4)</u>	07/22/2024	Common Stock	7,500
Common Stock	\$ 3.08					07/09/2015 <u>(5)</u>	07/09/2025	Common Stock	7,500
Stock Options	\$ 3.5					07/06/2016 <u>(6)</u>	07/06/2026	Common Stock	7,500
Stock Option	\$ 7	07/18/2017		A	7,500	07/18/2017(7)	07/18/2027	Common Stock	7,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Wheeler Jonathan H. 700 BROOKER CREEK BLVD., SUITE 1800 OLDSMAR, FL 34677	X					

## **Signatures**

/s/ Jonathan
Wheeler

\*\*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.

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- (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 year commencing on July 19, 2013.
- (4) Stock options vest at a rate of 1/12 per month commencing on July 22, 2014.
- (5) Stock options vest at a rate of 1/12 per month commencing on July 9, 2015.
- (6) Stock options vest at a rate of 1/12 per month commencing on July 6, 2016.
- (7) Stock options vest at a rate of 1/12 per month commencing on July 18, 2017.

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.