

Gaines George  
Form 4  
August 29, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(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)

700 BROOKER CREEK BLVD.,  
SUITE 1800

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/18/2017

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)<br>Code V Amount (D) Price                                | 1,050,000                                                                                                          | 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  
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SEC 1474  
(9-02)

**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. 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 or Number of Shares |
| Stock Options                              | \$ 2.8                                                 |                                      |                                                    |                                |                                                                                         |                                                          |     | 08/30/2011                                                    | 08/30/2021      | Common Stock | 20,000 <sup>(1)</sup>      |
| 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                      |
| Stock Options                              | \$ 2.4                                                 |                                      |                                                    |                                |                                                                                         |                                                          |     | 07/22/2014 <sup>(4)</sup>                                     | 07/22/2024      | Common Stock | 7,500                      |
| Stock Options                              | \$ 3.08                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 07/09/2015 <sup>(5)</sup>                                     | 07/09/2025      | Common Stock | 7,500                      |
| Stock Options                              | \$ 3.5                                                 |                                      |                                                    |                                |                                                                                         |                                                          |     | 07/06/2016 <sup>(6)</sup>                                     | 07/06/2026      | Common Stock | 7,500                      |
| Stock Option                               | \$ 7                                                   | 07/18/2017                           |                                                    | A                              |                                                                                         | 7,500                                                    |     | 07/18/2017 <sup>(7)</sup>                                     | 07/18/2027      | Common Stock | 7,500                      |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships                    |
|---------------------------------------------------------------------------|----------------------------------|
|                                                                           | Director 10% Owner Officer Other |
| Gaines George<br>700 BROOKER CREEK BLVD., SUITE 1800<br>OLDSMAR, FL 34677 | X                                |

## Signatures

George Gaines 08/29/2017

\_\_Signature of Date  
Reporting Person

## 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.

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- (3) Stock options vest at a rate of 1/3 per month 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.

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