

Berger Harold D.  
Form 4  
August 29, 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 \*  
Berger Harold D.

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 6,130   | I  | By SEP IRA                        |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |                                     |
|---|---|---|---|---|---|--|---|-------------------------------------|-------------------------------------|
|   |   |   |   |   | Code V (A) (D)  | Date Exercisable   | Expiration<br>Date  | Title                               | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options                                    | \$ 2.8  |   |   |   |   | 08/30/2011 <sup>(1)</sup>                                      | 08/30/2021  | Common<br>Stock                     | 20,000                              |
| Stock<br>Options                                    | \$ 2.04   |   |   |   |   | 07/10/2012 <sup>(2)</sup>                                      | 07/10/2022  | Common<br>Stock                     | 7,500                               |
| Stock<br>Options                                    | \$ 1.95   |   |   |   |   | 07/19/2013 <sup>(3)</sup>                                      | 07/19/2023  | Common<br>Stock                     | 7,500                               |
| Stock<br>Options                                    | \$ 2.4  |   |   |   |   | 07/22/2014 <sup>(4)</sup>                                      | 07/22/2024  | Common<br>Stock                     | 7,500                               |
| Stock<br>Options                                    | \$ 3.08   |   |   |   |   | 07/09/2015 <sup>(5)</sup>                                      | 07/09/2015  | Common<br>Stock                     | 7,500                               |
| Stock<br>Options                                    | \$ 3.5  |   |   |   |   | 07/06/2016 <sup>(6)</sup>                                      | 07/06/2026  | Common<br>Stock                     | 7,500                               |
| Stock<br>Option                                     | \$ 7  | 07/18/2017                              |   | A                                       | 7,500   | 07/18/2017 <sup>(7)</sup>                                      | 07/18/2027  | Common<br>Stock                     | 7,500                               |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

|  |   |
|--|---|
| Berger Harold D.<br>700 BROOKER CREEK BLVD., SUITE 1800<br>OLDSMAR, FL 34677 | X |
|--|---|

## Signatures

/s/ Harold  
Berger

08/29/2017

\_\_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) 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 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. 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.