

CRYO CELL INTERNATIONAL INC  
Form 8-K  
October 16, 2014

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): July 22, 2014**

**CRYO-CELL INTERNATIONAL, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**0-23386**  
**(Commission**  
  
**File No.)**

**22-3023093**  
**(I.R.S. Employer**  
  
**Identification No.)**

**700 Brooker Creek Blvd., Suite 1800, Oldsmar, Florida**  
**(Address of Principal Executive Offices)**

**34677**  
**(Zip Code)**

**Registrant's telephone number, including area code: (813) 749-2100**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On October 15, 2014, Cryo-Cell International, Inc. (the Registrant) issued the attached Press Release reporting on financial results for the three months ended August 31, 2014. The press release giving details associated with the Registrant's earnings is attached as Exhibit 99.1 to this report. The information included in Exhibit 99.1 is considered to be furnished under the Securities Exchange Act of 1934.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On July 22, 2014, Cryo-Cell International, Inc. (the Company) held its Annual Meeting of Stockholders. At the Annual Meeting, shareholders considered the election of five directors, the ratification of independent registered public accountants and the approval of a non-binding advisory resolution regarding the compensation of the Company's named executive officers in its proxy statement for shareholder consideration.

The final result of the stockholder vote was certified on July 22, 2014 and is as follows:

**1. To consider for election five individuals to the Company's Board of Directors**

Under plurality voting, the five nominees who received the most FOR votes were elected as directors. The Company's stockholders elected the Board of Director's five nominees: Harold Berger; David Portnoy; Mark Portnoy; George Gaines; and Jonathan Wheeler, M.D. as directors, each for a one-year term, as follows:

Harold Berger

|                  |           |
|------------------|-----------|
| For              | 4,133,981 |
| Withhold         | 2,437,588 |
| Broker non-votes | 2,531,565 |

George Gaines

|                  |           |
|------------------|-----------|
| For              | 4,182,930 |
| Withhold         | 2,388,639 |
| Broker non-votes | 2,531,565 |

David I. Portnoy

|                  |           |
|------------------|-----------|
| For              | 4,134,960 |
| Withhold         | 2,436,609 |
| Broker non-votes | 2,531,565 |

Mark L. Portnoy

|                  |           |
|------------------|-----------|
| For              | 4,085,623 |
| Withhold         | 2,485,946 |
| Broker non-votes | 2,531,565 |

Jonathan H. Wheeler, M.D.

|                  |           |
|------------------|-----------|
| For              | 4,113,572 |
| Withhold         | 2,457,997 |
| Broker non-votes | 2,531,565 |

2. The ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending November 30, 2014.

| For       | Against   | Abstain | Broker Non-Vote |
|-----------|-----------|---------|-----------------|
| 6,341,277 | 2,750,599 | 11,258  |                 |

3. The approval of the Company's non-binding resolution regarding the compensation of the Company's named executive officers.

| For       | Against   | Abstain | Broker Non-Vote |
|-----------|-----------|---------|-----------------|
| 3,994,052 | 2,554,839 | 22,678  | 2,531,565       |

**Item 9.01 Financial Statements and Exhibits**

|  |                 |
|--|-----------------|
| Financial Statements of Businesses Acquired. | Not Applicable. |
| Pro Forma Financial Information              | Not Applicable. |
| Shell Company Transactions                   | Not Applicable. |
| Exhibits.                                    |                 |

| Exhibit No. | Description                           |
|-------------|---------------------------------------|
| 99.1        | Press Release, dated October 15, 2014 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**Cryo-Cell International, Inc.**

DATE: October 16, 2014

By: /s/ David Portnoy  
David Portnoy  
Chairman and Co-Chief Executive Officer