

CRYO CELL INTERNATIONAL INC  
Form 8-K  
July 23, 2013

**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 18, 2013**

**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.)**

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

On July 18, 2013, 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, the approval of a non-binding advisory resolution regarding the compensation of the Company's named executive officers and the approval of an advisory vote on the frequency at which the Company should include an advisory vote regarding the compensation of the Company's named executive officers in its proxy statement for shareholder consideration.

The final results of the stockholder vote were certified on July 18, 2013 and are 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:

1. The election of directors

|                           | For       | Withheld | Broker Non-Vote |
|---------------------------|-----------|----------|-----------------|
| Harold Berger             | 3,472,457 | 126,935  | 6,369,866       |
| George Gaines             | 3,531,657 | 67,735   | 6,369,866       |
| David I. Portnoy          | 3,457,771 | 141,621  | 6,369,866       |
| Mark L. Portnoy           | 3,473,248 | 126,144  | 6,369,866       |
| Jonathan H. Wheeler, M.D. | 2,969,834 | 629,558  | 6,369,866       |

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, 2013.

| For       | Against | Abstain | Broker Non-Vote |
|-----------|---------|---------|-----------------|
| 8,585,740 | 441,228 | 972,290 |                 |

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 |
|-----------|---------|---------|-----------------|
| 3,183,101 | 400,819 | 15,472  | 6,369,866       |

4. The approval of an advisory vote on the frequency at which the Company should include an advisory vote regarding the compensation of the Company's named executive officers in its proxy statement for shareholder consideration.

| One Year  | Two Years | Three Years | Abstain | Broker Non-Vote |
|-----------|-----------|-------------|---------|-----------------|
| 3,235,834 | 14,476    | 134,701     | 214,381 | 6,369,866       |

Additionally, on July 18, 2013 the Company's Board of Directors met and, after considering the results of the stockholder advisory vote, determined that the Company will hold an annual advisory vote on executive compensation until the next required vote on the frequency of stockholder votes on executive compensation.

**Item 9.01 Financial Statements and Exhibits**

Not Applicable.

**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: July 23, 2013

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