CRYO CELL INTERNATIONAL INC
Form 10-Q
October 15, 2014
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U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM 10-Q

(Mark One)

x **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**
For the quarterly period ended August 31, 2014

¨ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**
For the transition period from __________ to __________

Commission File Number 0-23386

CRYO-CELL INTERNATIONAL, INC.

(Exact name of Registrant as Specified in its Charter)

DELAWARE	**22-3023093**
(State or other Jurisdiction of	**(I.R.S. Employer**

Incorporation or Organization) **Identification No.)**
700 Brooker Creek Blvd. Oldsmar, FL 34677

(Address of Principal Executive Offices) (Zip Code)

Issuer s phone number, including area code: (813) 749-2100

(Former name, former address and former fiscal year, if changed since last report).

Check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes x No ¨ Not Applicable ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and small reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

State the number of shares outstanding of each of the Registrant s classes of common stock, as of the latest practicable date. As of October 10, 2014, 11,917,119 shares of $0.01 par value common stock were issued and 9,756,331 were outstanding.

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CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES

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CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	August 31, 2014 (unaudited)	November 30, 2013
Current Assets		
Cash and cash equivalents	$ 3,448,977	$ 3,925,156
Restricted cash	204,085	968,130
Marketable securities	122,663	37,910
Accounts receivable (net of allowance for doubtful accounts of $1,839,938 and $1,994,575, respectively)	3,950,622	3,336,460
Note receivable		550,782
Prepaid expenses and other current assets	539,924	644,969
Total current assets	8,266,271	9,463,407
Property and Equipment net	1,015,908	1,207,279
Other Assets		
Investment in Saneron CCEL Therapeutics, Inc.	758,764	684,000
Deposits and other assets, net	65,678	146,116
Total other assets	824,442	830,116
Total assets	$ 10,106,621	$ 11,500,802
LIABILITIES AND STOCKHOLDERS DEFICIT		
Current Liabilities		
Accounts payable	$ 1,038,519	$ 1,194,825
Accrued expenses	1,143,235	1,800,811
Deferred revenue	6,621,864	6,814,797
Total current liabilities	8,803,618	9,810,433
Other Liabilities		
Deferred revenue, net of current portion	9,222,798	8,658,354
Long-term liability revenue sharing agreements	2,300,000	2,300,000
Total other liabilities	11,522,798	10,958,354
Commitments and Contingencies (Note 7)		

Stockholders Deficit		
Preferred stock ($.01 par value, 500,000 authorized and none issued)		
Common stock ($.01 par value, 20,000,000 authorized; 11,916,286 issued and 9,821,169 outstanding as of August 31, 2014 and 11,870,040 issued and 10,743,225 outstanding as of November 30, 2013)	119,163	118,700
Additional paid-in capital	27,676,761	27,265,340
Treasury stock, at cost	(4,736,219)	(2,926,123)
Accumulated deficit	(33,279,500)	(33,725,902)
Total stockholders deficit	(10,219,795)	(9,267,985)
Total liabilities and stockholders deficit	$ 10,106,621	$ 11,500,802

The accompanying notes are an integral part of these consolidated financial statements.

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CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	For the Three Month Ended		For the Nine Months Ended	
	August 31, 2014	August 31, 2013	August 31, 2014	August 31, 2013
Revenue:				
Processing and storage fees	$ 4,768,533	$ 4,505,823	$ 13,849,199	$ 13,312,709
Licensee income	169,412	323,816	1,302,074	975,580
Total revenue	4,937,945	4,829,639	15,151,273	14,288,289
Costs and Expenses:				
Cost of sales	1,499,739	1,360,267	4,323,805	4,015,104
Selling, general and administrative expenses	2,948,185	2,835,886	8,824,048	8,489,132
Abandonment of patents			25,649	378,837
Research, development and related engineering	17,852	8,139	50,543	26,125
Depreciation and amortization	43,211	42,811	131,415	144,666
Total costs and expenses	4,508,987	4,247,103	13,355,460	13,053,864
Operating Income	428,958	582,536	1,795,813	1,234,425
Other Income (Expense):				
Other income	195,010	7,708	230,253	30,934
Interest expense	(309,317)	(314,883)	(836,177)	(827,632)
Total other expense	(114,307)	(307,175)	(605,924)	(796,698)
Income before equity in losses of affiliate and income tax expense	314,651	275,361	1,189,889	437,727
Equity in losses of affiliate	(52,667)	(38,575)	(242,318)	(115,475)
Income before income tax expense	261,984	236,786	947,571	322,252
Income tax expense	(25,412)	(42,352)	(98,114)	(127,470)
Net Income	$ 236,572	$ 194,434	$ 849,457	$ 194,782
Net income per common share basic	$ 0.02	$ 0.02	$ 0.08	$ 0.02
	10,025,939	10,774,892	10,319,514	10,900,750

Weighted average common shares outstanding basic								
Net income per common share diluted	$	0.02	$	0.02	$	0.08	$	0.02
Weighted average common shares outstanding diluted		10,252,265		10,863,899		10,484,849		11,010,279

The accompanying notes are an integral part of these consolidated financial statements.

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CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the Nine Months Ended August 31, 2014	August 31, 2013
Net income	$ 849,457	$ 194,782
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	287,010	300,311
Abandonment of patents	25,649	378,837
Loss on sale of property and equipment		44,428
Compensatory element of stock options	255,380	225,177
Provision for doubtful accounts	913,235	583,182
Equity in losses of affiliate	242,318	115,475
Changes in assets and liabilities:		
Accounts receivable	(1,527,397)	(319,521)
Notes receivable	550,782	
Prepaid expenses and other current assets	105,045	136,719
Deposits and other assets, net	52,628	28,400
Accounts payable	(156,306)	34,929
Accrued expenses	(657,576)	(1,232,887)
Deferred revenue	371,511	353,993
Net cash provided by operating activities	1,311,736	843,825
Cash flows from investing activities:		
Release of restricted cash held in escrow	764,045	1,156,030
Purchases of property and equipment	(93,478)	(239,381)
Purchases of marketable securities and other investments, net	(84,753)	(18,480)
Investments in patents		(34,525)
Investment in affiliate	(150,000)	
Net cash provided by investing activities	435,814	863,644
Cash flows from financing activities:		
Treasury stock purchases	(2,294,631)	(672,066)
Proceeds from the exercise of stock options	70,902	14,950
Net cash used in financing activities	(2,223,729)	(657,116)
(Decrease) increase in cash and cash equivalents	(476,179)	1,050,353
Cash and cash equivalents beginning of period	3,925,156	2,677,382

Cash and cash equivalents end of period	$ 3,448,977	$ 3,727,735
Supplemental non-cash disclosure:		
Disposition of Cryo-Cell common stock held by Saneron, increase in investment	$ 74,764	

The accompanying notes are an integral part of these consolidated financial statements.

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CRYO-CELL INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014

(Unaudited)

Note 1 Basis of Presentation and Significant Accounting Policies

The unaudited consolidated financial statements including the Consolidated Balance Sheets as of August 31, 2014 and November 30, 2013, the related Consolidated Statements of Operations for the three and nine months ended August 31, 2014 and August 31, 2013 and the Consolidated Statements of Cash Flows for the nine months ended August 31, 2014 and 2013 have been prepared by Cryo-Cell International, Inc. and its subsidiaries (the Company or Cryo-Cell) pursuant to the rules and regulations of the Securities and Exchange Commission for interim financial reporting. Certain financial information and note disclosures, which are normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to those rules and regulations. It is suggested that these consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Company s November 30, 2013 Annual Report on Form 10-K. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and changes in cash flows for all periods presented have been made. The results of operations for the three and nine months ended August 31, 2014 are not necessarily indicative of the results expected for any interim period in the future or the entire year ending November 30, 2014.

Revenue Recognition

Revenue Recognition for Arrangements with Multiple Deliverables

For multi-element arrangements, the Company allocates revenue to all deliverables based on their relative selling prices. In such circumstances, accounting principles establish a hierarchy to determine the selling price to be used for allocating revenue to deliverables as follows: (i) vendor-specific objective evidence of fair value (VSOE), (ii) third-party evidence of selling price (TPE), and (iii) best estimate of the selling price (ESP). VSOE generally exists only when the Company sells the deliverable separately and it is the price actually charged by the Company for that deliverable.

The Company has identified two deliverables generally contained in the arrangements involving the sale of its umbilical cord blood product. The first deliverable is the processing of a specimen. The second deliverable is either the annual storage of a specimen or the 21-year storage fee charged for a specimen. The Company has allocated revenue between these deliverables using the relative selling price method. The Company has VSOE for its annual storage fees as the Company renews storage fees annually with its customers on a stand-alone basis. Because the Company has neither VSOE nor TPE for the processing and 21-year storage deliverables, the allocation of revenue has been based on the Company s ESPs. Amounts allocated to processing a specimen are recognized at the time the processing of the specimen is complete. Amounts allocated to the storage of a specimen are recognized ratably over the contractual storage period. Any discounts given to the customer are recognized by applying the relative selling price method whereby after the Company determines the selling price to be allocated to each deliverable (processing and storage), the sum of the prices of the deliverables is then compared to the arrangement consideration, and any difference is applied to the separate deliverables ratably.

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The Company s process for determining its ESP for deliverables without VSOE or TPE considers multiple factors that may vary depending upon the unique facts and circumstances related to each deliverable. Key factors considered by the Company in developing the ESPs for its processing and 21 year storage fee include the Company s historical pricing practices as well as expected profit margins.

The Company records revenue from processing and storage of specimens and pursuant to agreements with licensees. The Company recognizes revenue from processing fees upon completion of processing and recognizes storage fees ratably over the contractual storage period, as well as, other income from royalties paid by licensees related to long-term storage contracts which the Company has under license agreements. Contracted storage periods can range from one to twenty-one years. Deferred revenue on the accompanying consolidated balance sheets includes the portion of the annual storage fee and the twenty-one year storage fee that is being recognized over the contractual storage period as well as royalties received from foreign licensees related to long-term storage contracts in which the Company has future obligations under the license agreement. The Company classifies deferred revenue as current if the Company expects to recognize the related revenue over the next 12 months. The Company also records revenue within processing and storage fees from shipping and handling billed to customers when earned. Shipping and handling costs that the Company incurs are expensed and included in cost of sales.

Income Taxes

Deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates expected to be recovered or settled. The Company has recorded a valuation allowance of $10,280,000 and $10,852,000 as of August 31, 2014 and November 30, 2013, respectively, as the Company does not believe it is more likely than not that all future income tax benefits will be realized. When the Company changes its determination as to the amount of deferred income tax assets that can be realized, the valuation allowance is adjusted with a corresponding impact to income tax expense in the period in which such determination is made. The ultimate realization of the Company s deferred income tax assets depends upon generating sufficient taxable income prior to the expiration of the tax attributes. In assessing the need for a valuation allowance, the Company projects future levels of taxable income. This assessment requires significant judgment. The Company examines the evidence related to the recent history of income or losses, the economic conditions in which the Company operates and forecasts and projections to make that determination.

There was no U.S. income tax expense for the three and nine months ended August 31, 2014 due to the utilization of net operating losses and foreign tax credit carryforwards, which were not previously benefited in the Company s financial statements.

The Company records foreign income taxes withheld from installment payments of non-refundable up-front license fees and royalty income earned on the processing and storage of cord blood stem cell specimens in geographic areas where the Company has license agreements. The Company recognized approximately $25,000 and $42,000 for the three months ended August 31, 2014 and 2013, respectively, of foreign income tax expense. The Company recognized approximately $98,000 and $127,000 for the nine months ended August 31, 2014 and 2013, respectively, of foreign income tax expense. Foreign income tax expense is included in income tax expense in the accompanying consolidated statements of operations.

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The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. Increases or decreases to the unrecognized tax benefits could result from management s belief that a position can or cannot be sustained upon examination based on subsequent information or potential lapse of the applicable statute of limitation for certain tax positions.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. For the three and nine months ended August 31, 2014 and August 31, 2013, the Company had no provisions for interest or penalties related to uncertain tax positions.

In September 2013, the Internal Revenue Service issued final regulations governing the income tax treatment of the acquisition, disposition and repair of tangible property. The regulations are effective for taxable years beginning on or after January 1, 2014. The Company does not expect these new regulations to have a material impact on the financial statements.

Long-Lived Assets

The Company evaluates the realizability of its long-lived assets, which requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment, such as reductions in demand or when significant economic slowdowns are present. Reviews are performed to determine whether the carrying value of an asset is impaired, based on comparisons to undiscounted expected future cash flows. If this comparison indicates that there is impairment and carrying value is in excess of fair value, the impaired asset is written down to fair value, which is typically calculated using: (i) quoted market prices or (ii) discounted expected future cash flows utilizing a discount rate.

Due to tests performed during the second quarter of fiscal 2014 and 2013, management decided to discontinue pursuing certain patents and trademarks related to the Company s menstrual stem cell technology resulting in a write-off of approximately $26,000 and $379,000, respectively, for abandoned patents and trademarks which is reflected as abandonment of patents in the accompanying consolidated statements of operations. The impact to future operations is insignificant and it will not impact the Company s core operations.

Leases

In June 2013, the Company signed an amendment to terminate the building lease on the additional 9,600 square feet that was entered into during June 2006. The termination fee was $150,000 and is reflected, net of rent paid for May and June 2013, in selling, general and administrative expenses for the three and nine months ended August 31, 2013.

Stock Compensation

As of August 31, 2014, the Company has three stock-based employee compensation plans, which are described in Note 4 to the consolidated financial statements. The Company s third stock-based employee compensation plan became effective December 1, 2011 as approved by the Board of Directors and approved by the stockholders at the 2012 Annual Meeting. The Company recognized approximately $48,000 and $63,000 for the three months ended August 31, 2014 and August 31, 2013, respectively, of stock option compensation expense. The Company recognized approximately $255,000 and $225,000 for the nine months ended August 31, 2014 and August 31, 2013, respectively, of stock option compensation expense.

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The Company recognizes stock-based compensation based on the fair value of the related awards. Under the fair value recognition guidance of stock-based compensation accounting rules, stock-based compensation expense is estimated at the grant date based on the fair value of the award and is recognized as expense over the requisite service period of the award. The fair value of service-based vesting condition and performance-based vesting condition stock option awards is determined using the Black-Scholes valuation model. For stock option awards with only service-based vesting conditions and graded vesting features, the Company recognizes stock compensation expense based on the graded-vesting method. The Company recognizes compensation cost for awards with market-based vesting conditions on a graded-vesting basis over the derived service period calculated by the binomial valuation model. The use of these valuation models involve assumptions that are judgmental and highly sensitive in the determination of compensation expense and include the expected life of the option, stock price volatility, risk-free interest rate, dividend yield, exercise price, and forfeiture rate. Forfeitures are estimated at the time of valuation and reduce expense ratably over the vesting period.

The estimation of stock awards that will ultimately vest requires judgment and to the extent that actual results or updated estimates differ from current estimates, such amounts will be recorded as a cumulative adjustment in the period they become known. The Company considered many factors when estimating forfeitures, including the recipient groups and historical experience. Actual results and future changes in estimates may differ substantially from current estimates.

Performance-based equity awards vest upon the achievement of certain financial performance goals, including revenue and income targets. Determining the appropriate amount to expense based on the anticipated achievement of the stated goals requires judgment, including forecasting future financial results. The estimate of the timing of the expense recognition is revised periodically based on the probability of achieving the required performance targets and adjustments are made as appropriate. The cumulative impact of any revision is reflected in the period of the change. If the financial performance goals are not met, the award does not vest, so no compensation cost is recognized and any previously recognized stock-based compensation expense is reversed.

Equity awards with market-based vesting conditions vest upon the achievement of certain stock price targets. If the awards are forfeited prior to the completion of the derived service period, any recognized compensation is reversed. If the awards are forfeited after the completion of the derived service period, the compensation cost is not reversed, even if the awards never vest.

Fair Value of Financial Instruments

Management uses a fair value hierarchy, which gives the highest priority to quoted prices in active markets. The fair value of financial instruments is estimated based on market trading information, where available. Absent published market values for an instrument or other assets, management uses observable market data to arrive at its estimates of fair value. Management believes that the carrying amount of cash and cash equivalents, accounts receivable, notes receivable, accounts payable and accrued expenses approximate fair value.

The Company uses an accounting standard that defines fair value as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the standard establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of inputs used to measure fair value are as follows:

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Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The following table summarizes the financial assets and liabilities measured at fair value on a recurring basis as of August 31, 2014 and November 30, 2013, respectively, segregated among the appropriate levels within the fair value hierarchy:

Description	Fair Value at August 31, 2014	Fair Value Measurements at August 31, 2014 Using		
		Level 1	Level 2	Level 3
Assets:				
Trading securities	$ 122,663	$ 122,663		

Description	Fair Value at November 30, 2013	Fair Value Measurements at November 30, 2013 Using		
		Level 1	Level 2	Level 3
Assets:				
Trading securities	$ 37,910	$ 37,910		

The following is a description of the valuation techniques used for these items, as well as the general classification of such items pursuant to the fair value hierarchy:

Trading securities Fair values for these investments are based on quoted prices of identical securities in active markets and are therefore classified within Level 1 of the fair value hierarchy.

There was $34,560 and $394 in unrealized holding gains recorded in other income on the accompanying consolidated statements of operations for the three months ended August 31, 2014 and 2013. There was $11,680 and $1,996 in unrealized holding loss and gain, respectively, recorded in other income on the accompanying consolidated statements of operations for the nine months ended August 31, 2014 and 2013.

Product Warranty and Cryo-Cell Cares™ Program

In December 2005, the Company began providing its customers that enrolled after December 2005 a payment warranty under which the Company agrees to pay $50,000 to its client if the umbilical cord blood product retrieved is used for a stem cell transplant for the donor or an immediate family member and fails to engraft, subject to various restrictions. Effective February 1, 2012, the Company increased the $50,000 payment warranty to a $75,000 payment warranty to all of its new clients. Additionally, under the Cryo-Cell Cares™ program, the Company will pay $10,000 to the client to offset personal expenses if the umbilical cord blood product is used for bone marrow reconstitution in a

myeloblative transplant procedure. The product warranty and the Cryo-Cell Cares program are available to clients who enroll under this structure for as long as the specimen is stored with the Company. The Company has not experienced any claims under the warranty program nor has it incurred costs related to these warranties. The Company does not maintain insurance for this warranty program and therefore maintains reserves to cover any estimated potential liabilities. The Company s reserve balance is based on the $75,000 or $50,000 (as applicable) maximum payment and the $10,000 maximum expense reimbursement multiplied by formulas to determine the projected number of units requiring a payout. The Company determined the estimated expected usage and engraftment failure rates based on an analysis of the historical usage and failure rates and the historical usage and failure rates in other private and public cord blood banks based on published data. The Company s estimates of expected usage and engraftment failure could change as a result of changes in actual usage rates or failure rates and such changes would require an adjustment to the established reserves. The historical usage and failure rates have been very low and a small increase in the number of transplants or engraftment failures could cause a significant increase in the estimated rates used in determining the Company s reserve. In addition, the reserve will increase as additional umbilical cord blood specimens are stored which are subject to the warranty. As of August 31, 2014 and November 30, 2013 the Company recorded reserves under these programs in the amounts of $16,453 and $15,608, respectively, which are included in accrued expenses in the accompanying consolidated balance sheets.

Recently Issued Accounting Pronouncements

In July 2013, the FASB issued Accounting Standards Update No. 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11). This update will require companies to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, unless certain conditions exist. ASU 2013-11 is effective for interim and annual periods beginning after December 15, 2013, with early adoption permitted. The Company adopted ASU 2013-11 in the first quarter of 2014. The adoption of ASU 2013-11 had no impact on the Company s consolidated financial statements or on its financial condition.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09*, Revenue from Contracts with Customers (Topic 606).* This update provides a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. This update is effective for annual and interim periods beginning after December 15, 2016, which will require us to adopt these provisions in the first quarter of fiscal 2018. Early application is not permitted. This update permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect this guidance will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

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Note 2 Income per Common Share

The following table sets forth the calculation of basic and diluted net income per common share:

	Three Months Ended		Nine Months Ended	
	August 31, 2014	August 31, 2013	August 31, 2014	August 31, 2013
Numerator:				
Net Income	$ 236,572	$ 194,434	$ 849,457	$ 194,782
Denominator:				
Weighted-average shares outstanding basic	10,025,939	10,774,892	10,319,514	10,900,750
Dilutive common shares issuable upon exercise of stock options	226,326	89,007	165,335	109,529
Weighted-average shares diluted	10,252,265	10,863,899	10,484,849	11,010,279
Net income per common share:				
Basic	$ 0.02	$ 0.02	$ 0.08	$ 0.02
Diluted	$ 0.02	$ 0.02	$ 0.08	$ 0.02

For the three and nine months ended August 31, 2014, the Company excluded the effect of 262,500 and 288,500, outstanding options, respectively, from the computation of diluted earnings per share, as the effect of potentially dilutive shares from the outstanding stock options would be anti-dilutive.

For the three and nine months ended August 31, 2013, the Company excluded the effect of 588,000 and 511,000, outstanding options, respectively, from the computation of diluted earnings per share, as the effect of potentially dilutive shares from the outstanding stock options would be anti-dilutive.

Note 3 Investment in Saneron CCEL Therapeutics, Inc. (Saneron)

As of August 31, 2014 and November 30, 2013, the Company had an ownership interest of approximately 33% and 34%, respectively, in Saneron, which is accounted for under the equity method. As of August 31, 2014 and November 30, 2013, the net Saneron investment, which includes goodwill of approximately $684,000, is reflected on the consolidated balance sheets at $758,764 and $684,000, respectively. As of August 31, 2014 and November 30, 2013, management reviewed the Saneron investment to determine if there were any indicators that would imply that the investment was impaired. Based on management s review, there were no indicators of other than temporary impairment and goodwill was not impaired as of August 31, 2014 and November 30, 2013.

In October 2013, the Company entered into a Convertible Promissory Note Purchase Agreement with Saneron. Cryo-Cell will loan Saneron in quarterly payments an aggregate amount up to $300,000, subject to certain conditions. The initial loan amount is $150,000 to be paid in four quarterly installments of $37,500 per quarter. If after the initial loan amount, Saneron has made best efforts, satisfactory to Cryo-Cell in its sole discretion, to have started independently or via serving as a sponsor of a clinical trial related to its U-CORD-CELL program, then Cryo-Cell agrees to lend Saneron an additional $150,000 through a series of four additional quarterly payments of $37,500.

Upon receipt of each quarterly payment, Saneron will deliver a convertible promissory note (Note) that matures five years from the date of the Note. Upon maturity of any Note, Saneron will have the option to repay all or a portion of the loan in cash or convert the outstanding principal and accrued interest under the applicable Note(s) into shares of Saneron common stock. The Company has made the four quarterly payments of $37,500 as of August 31, 2014.

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For the three and nine months ended August 31, 2014, the Company recorded equity in losses of Saneron operations of approximately $53,000 and $242,000. For the three and nine months ended August 31, 2014, $37,500 and $150,000, respectively, was related to valuation allowances associated with the note entered into as discussed above and $8,500 and $86,000, respectively, related to certain stock and warrant awards in Saneron common stock that were granted by Saneron at below fair value to certain employees, consultants and members of Saneron management who represent owners of Saneron and serve on its board of directors. For the three and nine months ended August 31, 2013, the Company recorded equity in losses of Saneron operations of approximately $39,000 and $115,000, respectively, related to certain stock and warrant awards in Saneron common stock that were granted by Saneron at below fair value to certain employees, consultants and members of Saneron management who represent owners of Saneron and serve on its board of directors. The Company will continue to record equity in losses of affiliates related to stock compensation expense as this offsets additional paid-in capital and not the investment balance.

During the third quarter of fiscal 2014, the Company repurchased 93,800 common shares that were held by Saneron for $2.60 per share. During the third quarter of fiscal 2014, the Company was also made aware that the remaining 56,300 common shares of Cryo-Cell common stock owned by Saneron were sold by Saneron in prior periods. The Company should have increased the investment in Saneron in those prior periods, which investment amount would have then been reduced each quarter thereafter through our 2011 fiscal year for the Company s portion of the losses in Saneron. A classification correction was made during the third quarter of fiscal 2014 to reclassify approximately $400,000 from treasury stock to accumulated deficit on the accompanying consolidated balance sheets.

Note 4 Stockholder s Equity

Common Stock Issuances

During the nine months ended August 31, 2014, the Company issued 46,246 common shares to option holders who exercised options for $70,902. During the nine months ended August 31, 2013, the Company issued 10,000 common shares to option holders who exercised options for $14,950.

During the three months ended August 31, 2014, the Company issued 13,750 common shares to option holders who exercised options for $22,238. During the three months ended August 31, 2013, the Company issued 2,500 common shares to option holders who exercised options for $3,125.

Employee Stock Incentive Plan

The Company maintains the 2000 Stock Incentive Plan as amended (the 2000 Plan) that has reserved 2,250,000 shares of the Company s common stock for issuance pursuant to stock options or restricted stock. Options issued under the 2000 Plan have a term ranging from five to seven years from the date of grant and have a vesting period ranging from immediately upon issuance to three years from the date of grant. The options are exercisable for a period of 90 days after termination. As of August 31, 2014 and November 30, 2013, there were 2,500 and 12,500 shares outstanding under the 2000 Plan, respectively. No further options will be issued under the 2000 Plan.

The Company also maintains the 2006 Stock Incentive Plan (the 2006 Plan). The 2006 Plan has reserved 1,000,000 shares of the Company s common stock for issuance pursuant to stock options, restricted stock, stock-appreciation rights (commonly referred to as SARs), and other stock awards (i.e. performance shares and performance units). As of August 31, 2014 and November 30, 2013, there were 585,597 and 739,760 shares outstanding under the 2006 Plan, respectively. As of August 31, 2014, there were 274,511 shares available for future issuance under the 2006 Plan.

The Company also maintains the 2012 Equity Incentive Plan (the 2012 Plan) which became effective December 1, 2011 as approved by the Board of Directors and approved by the stockholders at the 2012 Annual Meeting on July 10, 2012. The 2012 Plan originally reserved 1,500,000 shares of the Company s common stock for issuance pursuant to stock options, restricted stock, SARs, and other stock

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awards (i.e. performance shares and performance units). In May 2012, the Board of Directors approved an amendment to the 2012 Plan to increase the number of shares of the Company s common stock reserved for issuance to 2,500,000 shares. As of August 31, 2014, there were 400,000 service-based options issued, 129,729 service-based restricted common shares granted, 261,488 performance-based and 87,162 market-based restricted common shares granted under the 2012 plan. As of November 30, 2013, there were 400,000 service-based options issued, 400,000 performance-based and 200,000 market-based options to purchase shares granted under the 2012 plan. As of August 31, 2014, there were 1,621,621 shares available for future issuance under the 2012 Plan.

Service-based vesting condition options

The fair value of each option award is estimated on the date of the grant using the Black-Scholes valuation model that uses the assumptions noted in the following table. Expected volatility is based on the historical volatility of the Company s stock over the most recent period commensurate with the expected life of the Company s stock options. The Company uses historical data to estimate option exercise and employee termination within the valuation model. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The expected term of options granted to employees is calculated, in accordance with the simplified method for plain vanilla stock options allowed under GAAP. Expected dividends are based on the historical trend of the Company not issuing dividends.

There were no options granted during the three and nine months ended August 31, 2014.

Variables used to determine the fair value of the options granted for the three and nine months ended August 31, 2013:

	Three Months Ended August 31, 2013	Nine Months Ended August 31, 2013
Weighted average values:		
Expected dividends	0%	0%
Expected volatility	108.75%	110.46%
Risk free interest rate	1.35%	1.15%
Expected life	5.0 years	5.0 years

The range of expected volatilities for options issued during the nine months ended August 31, 2013 are as follows:

Nine Months Ended August 31, 2013
108.75% 114.99%

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Stock option activity for options with only service-based vesting conditions for the nine months ended August 31, 2014, was as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at November 30, 2013	1,112,260	$ 2.11	6.40	$ 88,614
Granted				
Exercised	(46,246)	1.53		$ 48,237
Expired/forfeited	(77,917)	2.15		$ 62,492
Outstanding at August 31, 2014	988,097	$ 2.13	6.07	$ 807,333
Exercisable at August 31, 2014	972,270	$ 2.13	6.09	$ 794,730

The aggregate intrinsic value represents the total value of the difference between the Company s closing stock price on the last trading day of the period and the exercise price of the options, multiplied by the number of in-the-money stock options that would have been received by the option holders had all option holders exercised their options on either November 30, 2013 or August 31, 2014, as applicable. The intrinsic value of the Company s stock options changes based on the closing price of the Company s stock.

During the nine months ended August 31, 2014, the Company issued 46,246 common shares to option holders who exercised options for $70,902.

During the nine months ended August 31, 2013, the Company issued 10,000 common shares to option holders who exercised options for $14,950.

Significant option groups outstanding and exercisable at August 31, 2014 and related price and contractual life information are as follows:

	Outstanding			Exercisable	
Range of Exercise Prices	Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Outstanding	Weighted Average Exercise Price
$0.42 to $1.00	2,500	.95	0.68	2,500	$0.68
$1.01 to $2.00	474,263	6.67	1.72	471,764	$1.72
$2.01 to $3.00	511,334	5.54	2.52	498,006	$2.53

988,097	6.07	$2.13	972,270	$2.13

A summary of the status of the Company s non-vested shares as of August 31, 2014, and changes during the nine months ended August 31, 2014, is presented below:

	Shares	Weighted Average Grant-Date Fair Value
Non-vested at November 30, 2013	109,152	$ 1.79
Granted		
Vested	(69,996)	1.79
Forfeited	(23,329)	1.82
Non-vested at August 31, 2014	15,827	$ 1.72

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As of August 31, 2014, there was approximately $5,400 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the 2000 Plan, the 2006 Plan and the 2012 Plan. The cost is expected to be recognized over a weighted-average period of .56 years as of August 31, 2014. The total fair value of shares vested during the nine months ended August 31, 2014 was approximately $125,000.

Performance and market-based vesting condition options

There were no performance-based or market-based vesting condition options granted during the three and nine months ended August 31, 2014 and August 31, 2013.

Stock option activity for options with performance-based and market-based vesting conditions for the nine months ended August 31, 2014, was as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at November 30, 2013	640,000	$ 1.74	7.83	$ 70,000
Granted				
Exercised				
Expired/forfeited	(640,000)	1.74		
Outstanding at August 31, 2014				
Exercisable at August 31, 2014				

As of fiscal year ended November 30, 2013, the Company had 213,334 options outstanding that begin to vest based on the achievement of certain share prices of the Company s common stock at certain future dates. For market-based vesting condition options, accounting principles do not require that the market condition be met in order for the compensation cost to be recognized. Fair value of these options has been determined using a binomial model and is being recognized over the requisite service period, regardless if the market condition will be met. During fiscal 2014, 213,334 options were forfeited as certain market conditions were not met by the end of the requisite service period. As of August 31, 2014 there was $0 of total unrecognized compensation cost related to the non-vested market-based vesting condition options.

As of fiscal year ended November 30, 2013, the Company had 426,666 options outstanding that require certain performance targets to be met before vesting can occur. During fiscal 2014, 426,666 options were forfeited as certain performance targets were not met by the end of the requisite service period. As of August 31, 2014, there was $0 of total unrecognized compensation cost related to the non-vested performance-based vesting condition options. Since the performance conditions were not achieved by a certain date as specified in each option agreement, no compensation expense associated with these performance based options was recognized.

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Restricted common shares

During the first quarter 2014, the Company entered into Amended and Restated Employment Agreements (Employment Agreements) with each of the Company s Co-CEOs. Per the Employment Agreements, each of the Co-CEOs is to receive base grant equity awards in the form of restricted shares of the Company s common stock. As of December 1, 2013, David Portnoy and Mark Portnoy were granted 70,270 and 59,459 shares of the Company s common stock, respectively. The shares shall be issued under the Company s 2012 Stock Plan and will vest 1/3 upon grant, 1/3 on December 1, 2014 and the remaining 1/3 on December 1, 2015. The fair value of the shares vested as of August 31, 2014 was $80,000 and is reflected as selling, general and administration expenses in the accompanying consolidated statement of operations. These shares are not reflected as outstanding in the accompanying financial statements as they were issued subsequent to the balance sheet date. As of August 31, 2014, there was approximately $100,000 of total unrecognized compensation cost related to the non-vested shares of restricted common stock.

The Employment Agreements also provide for the grant of restricted shares of the Company s common stock based on certain performance measures being attained by each of the Company s Co-CEOs. The Employment Agreements state if David Portnoy and Mark Portnoy are employed by the Company on November 30, 2014, then no later than February 15, 2015, the Company will grant up to 186,487 and 162,163 shares of restricted common shares, respectively, based on certain performance thresholds, as defined in the agreements. In addition, if David Portnoy and Mark Portnoy are employed by the Company on November 30, 2015, then no later than February 15, 2016, the Company will grant up to an additional 186,487 and 162,163 shares of restricted common shares, respectively, based on similar performance thresholds, as defined in the agreements. As of August 31, 2014, there was approximately $7,500 of total unrecognized compensation cost related to the non-vested performance-based shares of restricted common stock.

Note 5 License Agreements

The Company enters into two types of licensing agreements and in both types, the Company earns revenue on the initial license fees. Under the technology agreements, the Company earns processing and storage royalties from the affiliates that process in their own facility. Under the marketing agreements, the Company earns processing and storage revenues from affiliates that store specimens in the Company s facility in Oldsmar, Florida.

Technology Agreements

The Company has entered into definitive License and Royalty Agreements with Cryo-Cell de Mexico (Mexico) and Asia Cryo-Cell Private Limited to establish and market its umbilical cord blood program in Mexico and India, respectively.

The Company has entered into definitive License and Royalty Agreements with Asia Cryo-Cell Private Limited and S-Evans Bio-Sciences, Inc. to establish and market its menstrual stem cell program in India and China, respectively.

On August 19, 2011, the Company received notification from Mexico that it was terminating the license agreement effective immediately due to an alleged breach of the license agreement. On October 17, 2011, the Company and Mexico entered into an amendment to the license agreement whereby the termination was revoked and Mexico will pay the Company $1,863,000 in 37 monthly installments of $50,000 beginning on October 17, 2011 with a final payment of $13,000. The amendment will result in a reduction of licensee income in future periods. In December 2013, Mexico paid the balance due of $563,000. The Company recognized the balance paid as licensee and interest income during the nine months ended August 31, 2014 in the accompanying consolidated statement of operations. Mexico has no other continuing obligations to the Company for royalties or other license payments and the agreement is terminated.

As of August 31, 2014 and November 30, 2013, the Company recorded a receivable of $0 and $550,782, respectively, and deferred revenue of $0 and $551,585, respectively, in the accompanying consolidated balance sheets. Note receivable is calculated using the present value of all of the monthly installments using a discount rate that reflects both the risk-free rate at the inception of the contract and the contract period. In accordance with the agreement, the Company received nine installments of $50,000 during the nine months ended August 31, 2013 which is reflected in the consolidated statement of operations as of August 31, 2013 as licensee and other income.

Marketing Agreements

The Company has definitive license agreements to market the Company s umbilical cord blood stem cell programs in Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua, Panama and Pakistan. In October 2012, the Company sent a notice of termination to the Company s Venezuelan affiliate for failure to meet its payment obligation in accordance with the contract. Subsequent to the notice of termination, payment was received for outstanding processing and storage fees due from Venezuela. The Company is in the process of discussing a new agreement. The Company continues to accept umbilical cord blood stem cell specimens to be processed and stored during the negotiations. In December 2012, the Company sent a notice of termination to the Company s affiliate in Ecuador for failure to meet its payment obligation in accordance with the contract. Subsequent to the notice of termination, payment was received for outstanding processing and storage fees due from Ecuador. In August 2013, the Company was notified that its affiliate in Ecuador was closed by the National Institute of Organic Donation (INDOT). As a result, the Company recorded an additional allowance for uncollectible receivables for the $150,000 processing and storage fee receivable due from Ecuador in the third quarter of fiscal 2013. During the fourth quarter of fiscal 2013, the Company began to bill the Ecuadorian clients directly for cord blood specimens that are stored at the Company s facility in Oldsmar, Florida.

Processing and storage revenues from specimens originating in foreign territories that store at the Company s facility in Oldsmar, Florida totaled approximately $500,000 and $381,000 for the three months ended August 31, 2014 and August 31, 2013, respectively, and are reflected in processing and storage fees in the accompanying consolidated statements of operations. Processing and storage revenues from specimens originating in foreign territories that store at the Company s facility in Oldsmar, Florida totaled approximately $1,313,000 and $1,134,000 for the nine months ended August 31, 2014 and August, 31, 2013, respectively, and are reflected in processing and storage fees in the accompanying consolidated statements of operations.

The following table details the initial license fees for the technology and marketing agreements and processing and storage royalties earned under the technology agreements for the three and nine months ended August 31, 2014 and August 31, 2013. The initial license fees and processing and storage royalties are reflected in licensee income in the accompanying consolidated statements of operations.

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	Three Months Ended August 31, 2014			Nine Months Ended August 31, 2014		
	License Fee	Process and Storage Royalties	Total	License Fee	Process and Storage Royalties	Total
India	$	$ 169,412	$ 169,412	$	$ 508,235	$ 508,235
Mexico					793,839	793,839
Total	$	$ 169,412	$ 169,412	$	$ 1,302,074	$ 1,302,074

	Three Months Ended August 31, 2013			Nine Months Ended August 31, 2013		
	License Fee	Process and Storage Royalties	Total	License Fee	Process and Storage Royalties	Total
India	$	$ 169,411	$ 169,411	$	508,235	508,235
Mexico		154,405	154,405		467,345	467,345
Total	$	$ 323,816	$ 323,816	$	$ 975,580	$ 975,580

Note 6 Proxy Contests

In August 2007, Mr. David Portnoy (the plaintiff) brought an action against the Company and its directors in Delaware Chancery Court in New Castle County. The plaintiff alleged breaches of fiduciary duties in connection with the Company s 2007 Annual Meeting and requested declaratory and injunctive relief relating to the election of directors at that meeting. On January 22, 2008, the Court issued an order under which the Company was required to hold a special meeting of stockholders for the election of directors on March 4, 2008 and the order provided that directors who sat on the Company s Board of Directors prior to the 2007 Annual Meeting would continue in office until the special meeting. On March 4, 2008, the Company held a Special Meeting of Stockholders, at which the directors nominated in management s proxy statement dated February 11, 2008 were elected by the Company s stockholders.

On May 9, 2011, the Company was notified that Mr. David Portnoy nominated five directors to the Company s board of directors to compete with the Company s board of directors at the 2011 Annual Meeting. Mr. Portnoy conducted his own solicitation of the Company s stockholders in favor of his nominees. In light of the activities associated with the 2007 annual meeting, on June 6, 2011, Mr. Portnoy brought another action seeking declaratory relief in the Delaware Chancery Court.

On August 24, 2011, the Board of Directors of the Company approved funding a Grantor trust to escrow the amounts that may become payable to certain members of senior management (the Participants) under their respective Employment Agreements as a result of a Change in Control (as that term is defined in the respective employment agreements as a majority change in the Company s Board of Directors). On August 25, 2011, the Company transferred $2,500,000 to the Trust which was designated as restricted cash. The Trust became irrevocable upon the Change in Control on August 25, 2011. During the three months ended August 31, 2014 and August 31, 2013, $0 and $19,122, respectively, in legal fees were paid from the trust on behalf of one of the Participants. During the nine months ended

August 31, 2014 and August 31, 2013, $1,790 and $68,843, respectively, in legal fees were paid from the trust on behalf of one of the Participants. During the second quarter of fiscal 2014, the balance in the trust was transferred to the Company. As of August 31, 2014 and November 30, 2013 the balance in the trust was $0 and $764,192, respectively, which is reflected in the accompanying consolidated balance sheets as of August 31, 2014 and November 30, 2013. As of August 31, 2014, one of the three Participants continues to be employed by the Company.

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The Company held its 2011 Annual Meeting of Stockholders on August 25, 2011 at which meeting Mr. Portnoy s nominees were elected to the Company s Board of Directors triggering a complete change in the Company s Board of Directors.

On May 30, 2012, the Company received a Nomination Solicitation Notice nominating six individuals to the Company s board of directors to compete with the Company s board of directors at the 2012 Annual Meeting. Pursuant to the Co-CEOs employment agreements, upon receipt by the Company of this Nomination Solicitation Notice, as defined in the Company s Bylaws, all of the service-based vesting condition options that were issued to the Co-CEOs vested.

Note 7 Legal Proceedings

On February 25, 2011, a Complaint and Demand for Jury Trial was filed against the Company in the United States District Court, Middle District of Florida, Tampa Division, styled: Charles D. Nyberg; Mary J. Nyberg; and Red Rock Partners, an Arizona general partnership vs. Cryo-Cell International, Inc., Case No. 8:11-CV-399-T-30AEP. The Complaint was amended on May 25, 2011 and served on the Company on May 26, 2011. The Complaint alleged that the Company had underpaid amounts owed to plaintiffs Florida and Texas Revenue Sharing Agreements with the Company. The Complaint did not specify the amount claimed, other than stating that it was more than $75,000 which is the jurisdictional amount of the court the complaint was filed in.

On November 15, 2013, the parties came to a final settlement on this action. The terms of the settlement are confidential. Upon completion of the settlement, the claims in the lawsuit were dismissed with prejudice. In December 2013, the Company paid $525,000 in full settlement. The Company recorded an accrual of $525,000 which is reflected in accrued expenses on the accompanying consolidated financial statements as of November 30, 2013.

On November 13, 2013, Plantiff Ki Yong Choi filed a Verified Shareholder Derivative Complaint in the Circuit Court for the Thirteenth Judicial Circuit in and for Hillsborough County, Florida. The Complaint names as defendants all of the members of the Company s current Board of Directors, as well as former director Anthony Atala. The complaint also names the Company as a nominal defendant only. The complaint alleges that, since the election of the Company s Board of Directors in August 2011, the Company s Co-CEOs have pursued their own enrichment and entrenchment at the expense of the Company and its shareholders. The complaint asserts claims against the Board of Directors for breach of fiduciary duty, abuse of control, corporate waste, and unjust enrichment and seeks, among other things, rescission of certain transactions between the Company and the co-CEOs and damages from the Board of Directors. On February 14, 2014, all of the defendants filed motions to dismiss the complaint. The Company filed a motion to dismiss based on the plaintiff s failure to make a pre-suit demand on the Board of Directors or to establish that demand should be excused, as required by Delaware law. A hearing took place on July 9, 2014, and on July 28, 2014, the Court has dismissed the case.

On October 11, 2013, a Complaint was filed by the Company in the Circuit Court of Hillsborough County, Florida, styled: Cryo-Cell International, Inc. v. Dilworth Paxson LLP et al, Case No. 13-CA-D09980. The Complaint alleged that Dilworth Paxson LLP and a partner for the firm were negligent and breached the duty of reasonable care owed to the Company. The Complaint alleges the defendant s negligence led to the cancellation of the license agreement with Cryo-Cell de Mexico. The Company lost profits and income that would have been earned under the original agreement and was forced to renegotiate the terms of the agreement with terms far less lucrative to the Company. The defendants removed the case to the United States District Court for the Middle District of Florida as permitted because the parties are citizens of different states and the amount in controversy exceeds the jurisdictional minimum of $75,000. The case now bears a case number of 8:13-Civ-2639-T-33AEP. On June 2, 2014, a confidential settlement was executed by both parties.

In addition, from time to time the Company is subject to proceedings, lawsuits, contract disputes and other claims in the normal course of its business. The Company believes that the ultimate resolution of current matters should not have a material adverse effect on the Company s business, consolidated financial position or results of operations. It is possible, however, that there could be an unfavorable ultimate outcome for or resolution which could be material to the Company s results of operations for a particular quarterly reporting period. Litigation is inherently uncertain and there can be no assurance that the Company will prevail. The Company does not include an estimate of legal fees and other related defense costs in its estimate of loss contingencies.

Note 8 Share Repurchase Plan

In December 2011, the Company s Board of Directors authorized management at its discretion to repurchase up to one million (1,000,000) shares of the Company s outstanding common stock. On June 6, 2012, the Board of Directors of the Company increased the number of shares of the Company s outstanding common stock that management is authorized to repurchase to up to three million (3,000,000). The repurchases must be effectuated through open market purchases, privately negotiated block trades, unsolicited negotiated transactions, and/or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Securities and Exchange Commission or in such other manner as will comply with the provisions of the Securities Exchange Act of 1934.

As of August 31, 2014, the Company had repurchased 2,095,117 shares of the Company s common stock at an average price of $2.26 per share through open market and privately negotiated transactions. The Company purchased 968,302 and 302,391 shares of the Company s common stock during the nine months ended August 31, 2014 and August 31, 2013, respectively, at an average price of $2.37 per share and $2.22 per share, respectively.

The repurchased shares will be held as treasury stock and have been removed from common shares outstanding as of August 31, 2014 and November 30, 2013. As of August 31, 2014 and November 30, 2013, 2,095,117 and 1,128,815 shares, respectively, were held as treasury stock.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Forward Looking Statements

This Form 10-Q, press releases and certain information provided periodically in writing or orally by the Company s officers or its agents may contain statements which constitute forward-looking statements . The terms Cryo-Cell International, Inc., Cryo-Cell, Company, we, our and us refer to Cryo-Cell International, Inc. The words expe anticipate, believe, goal, strategy, plan, intend, estimate and similar expressions and variations thereof, if u intended to specifically identify forward-looking statements. Those statements appear in a number of places in this Form 10-Q and in other places, and include statements regarding the intent, belief or current expectations of the Company, its directors or its officers with respect to, among other things:

(i) our future performance and operating results;

(ii) our future operating plans;

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(iii) our liquidity and capital resources; and

(iv) our financial condition, accounting policies and management judgments.

Investors and prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. The factors that might cause such differences include:

(i) any adverse effect or limitations caused by recent increases in government regulation of stem cell storage facilities;

(ii) any increased competition in our business including increasing competition from public cord blood banks particularly in overseas markets but also in the U.S.;

(iii) any decrease or slowdown in the number of people seeking to store umbilical cord blood stem cells or decrease in the number of people paying annual storage fees;

(iv) any new services relating to other types of stem cells that have not yet been offered commercially, and there is no assurance that other stem cell services will be launched or will gain market acceptance;

(v) any adverse impacts on revenue or operating margins due to the costs associated with increased growth in our business, including the possibility of unanticipated costs relating to the operation of our facility and costs relating to the commercial launch of the placental stem cell service offering or any other new types of stem cells;

(vi) any unique risks posed by our international activities, including but not limited to local business laws or practices that diminish our affiliates ability to effectively compete in their local markets;

(vii) any technological or medical breakthroughs that would render our business of stem cell preservation obsolete;

(viii) any material failure or malfunction in our storage facilities; or any natural disaster or act of terrorism that adversely affects stored specimens;

(ix) any adverse results to our prospects, financial condition or reputation arising from any material failure or compromise of our information systems;

(x) the costs associated with defending or prosecuting litigation matters, particularly including litigation related to intellectual property, and any material adverse result from such matters;

(xi) the success of our licensing agreements and their ability to provide us with royalty fees;

(xii) any difficulties and increased expense in enforcing our international licensing agreements;

(xiii) any adverse performance by or relations with any of our licensees;

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(xiv) any inability to enter into new licensing arrangements including arrangements with non-refundable upfront fees;

(xv) any inability to realize cost savings as a result of recent acquisitions;

(xvi) any inability to realize a return on an investment;

(xvii) any increased U.S. income tax expense as a result of inability to utilize or exhaustion of net operating losses;

(xviii) any adverse impact on our revenues and operating margins as a result of discounting of our services in order to generate new business in tough economic times where consumers are selective with discretionary spending;

(xix) the success of our global expansion initiatives;

(xx) our actual future ownership stake in future therapies emerging from our collaborative research partnerships;

(xxi) the ability of our reproductive tissue storage services to generate new revenues;

(xxii) our ability to minimize our future costs related to R&D initiatives and collaborations and the success of such initiatives and collaborations;

(xxiii) any inability to successfully identify and consummate strategic acquisitions;

(xxiv) any inability to realize benefits from any strategic acquisitions;

(xxv) the costs associated with proxy contests and its impact on our business and

(xxvi) other factors many of which are beyond our control.

We undertake no obligation to publicly update or revise the forward-looking statements made in this Form 10-Q to reflect events or circumstances after the date of this Form 10-Q or to reflect the occurrence of unanticipated events.

Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management s analysis only as of the date hereof. Cryo-Cell International, Inc. undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Readers should carefully review the risk factors described in other documents the Company files from time to time with the Securities and Exchange Commission, including the Annual Report on Form 10-K filed by the Company and any Current Reports on Form 8-K filed by the Company.

Overview

The Company is engaged in cellular processing and cryogenic storage, with a current focus on the collection and preservation of umbilical cord blood stem cells for family use. The Company s principal sources of revenues are service fees for cord blood processing and preservation for new customers and recurring annual storage fees. Effective February 1, 2012, the Company charges fees of $2,074 to new clients for the collection kit, processing and testing and return medical courier service, with discounts in the case of multiple children from the same family and in other circumstances. The Company currently charges an annual storage fee of $125 for new clients; storage fees for existing customers depend on the contracts with such customers. The Company also offers a one-time payment plan, where the client is charged $3,949 less discounts in the case of multiple children from the same family and in other circumstances. The one-time plan includes the collection kit, processing and testing, return medical courier service and 21 years of pre-paid storage fees. The Company also receives other income from licensing fees and royalties from global affiliates.

During the nine months ended August 31, 2014, total revenue increased 6% as compared to the same period in 2013. The Company reported net income of approximately $850,000 or $0.08 per basic common share for the nine months ended August 31, 2014, compared to a net income of approximately $195,000 or $0.02 per basic common share for the same period in 2013. The net income for the nine months ended August 31, 2014 principally resulted from the 6% increase in revenues which was partially offset by a 4% increase in selling, general and administrative expenses and an 8% increase in cost of sales.

At August 31, 2014, the Company had cash and cash equivalents of $3,448,977. The Company s cash decreased by approximately $476,000 during the first nine months of fiscal 2014, primarily as a result of approximately $2,295,000 used for the stock repurchase plan pursuant to which the Company repurchased 968,302 shares of the Company s common stock during the nine months ended August 31, 2014 which was offset by approximately $1,312,000 by cash provided by operations and approximately $764,000 transferred from the trust (See Note 6 to the consolidated financial statements). As of August 31, 2014, the Company had no long-term indebtedness.

Consistent with its fiduciary duties, the board of directors and management has reviewed and will continue to review strategic options and opportunities for the Company, in order to maximize shareholder value. These options may include strategic mergers or acquisitions, a deregistration of the Company s common stock under the Securities Exchange Act of 1934 or a going-private transaction. However, no such transactions or actions are contemplated at this time.

The Company has not had a third party conduct a physical inventory count of all specimens stored; however, the Company from time to time will perform a physical inventory count of specimens stored to ensure that all records are accurate.

Results of Operations Nine Month Period Ended August 31, 2014 Compared to the Nine Month Period Ended August 31, 2013

Revenue. Revenue for the nine months ended August 31, 2014 was $15,151,273 as compared to $14,288,289 for the same period in 2013. The increase in revenue was primarily attributable to a 4% increase in processing and storage fees and a 33% increase in licensee income.

Processing and Storage Fees. The increase in processing and storage fee revenue is primarily attributable to an 8% increase in recurring annual storage fee revenue. The Company had a 17% decrease in the number of new cord blood specimens processed in the first nine months of fiscal 2014 versus the same period in 2013. The decrease in new cord blood specimens is primarily attributable to the 49% decrease in the number of new specimens from the Company s international affiliates, mainly Ecuador. In August 2013, the Company was notified that its affiliate in Ecuador was closed by the National Institute of Organic Donation (INDOT).

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Licensee Income. Licensee income for the nine months ended August 31, 2014 was $1,302,074 as compared to $975,580 for the 2013 period. Licensee income for the nine months ended August 31, 2014 consists of $794,000 related to Mexico which is a result of Mexico paying off the remaining balance due under the amendment during the first quarter of fiscal 2014. The remaining licensee income consists of royalty income earned on the processing and storage of specimens in geographical areas where the Company has license agreements. Mexico has no other continuing obligations to the Company for royalties or other license payments and the agreement is terminated. The amendment has resulted in a reduction of ongoing licensee income. Licensee income for the nine months ended August 31, 2013 consists of royalty income earned on the processing and storage of cord blood stem cell specimens in geographic areas where the Company has license agreements.

Cost of Sales. Cost of sales for the nine months ended August 31, 2014 was $4,323,805 as compared to $4,015,104 for the same period in 2013, representing an 8% increase. Cost of sales was 29% of revenues for the nine months ended August 31, 2014 and 28% for the nine months ended August 31, 2013. Cost of sales includes wages and supplies associated with process enhancements to the existing production procedures and quality systems in the processing of cord blood specimens at the Company s facility in Oldsmar, Florida and depreciation expense of approximately $156,000 and $156,000 for the nine months ended August 31, 2014 and 2013, respectively.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for the nine months ended August 31, 2014 were $8,824,048 as compared to $8,489,132 for the 2013 period representing a 4% increase. These expenses are primarily comprised of expenses for consumer advertising, salaries and wages for personnel and professional fees. Included in selling, general and administrative expenses is approximately $321,000 in legal fees during the first nine months of fiscal 2014 related to a shareholder derivative complaint filed in November 2013, which is excluded from the Company s directors and officer s insurance policy. Included in selling, general and administrative expenses for the nine months ended August 31, 2013 is approximately $150,000 of lease expense, less May and June 2013 rent payments, due to a lease amendment during the nine months ended August 31, 2013. The Company signed an amendment to terminate the building lease on the additional 9,600 square feet that was entered into during June 2006. As a result of the Company s affiliate in Ecuador being closed during the third quarter of fiscal 2013, the Company recorded an allowance for uncollectible receivables for the $150,000 processing and storage fee receivable due from Ecuador as of August 31, 2013.

Abandonment of Patents. During the nine months ended August 31, 2014 and August 31, 2013, management decided to discontinue pursuing certain patents and trademarks resulting in a write-off of approximately $26,000 and $379,000, respectively, for abandoned patents and trademarks related to the Company s menstrual stem cell technology which is reflected as abandonment of patents in the accompanying consolidated statement of operations. The impact to future operations is considered immaterial and is not expected to impact the Company s core operations.

Research, Development and Related Engineering Expenses. Research, development and related engineering expenses for the nine months ended August 31, 2014 were $50,543 as compared to $26,125 for the 2013 period representing a 93% increase. The expenses for the nine months ended August 31, 2014 and 2013 are primarily comprised of expenses related to the Company s cord tissue product.

Depreciation and Amortization. Depreciation and amortization (not included in Cost of Sales) for the nine months ended August 31, 2014 was $131,415 compared to $144,666 for the 2013 period.

Interest Expense. Interest expense during the nine months ended August 31, 2014, was $836,177 compared to $827,632 during the comparable period in 2013. Interest expense is mainly comprised of amounts due to the parties to the Company s revenue sharing agreements (RSAs) based on the Company s storage revenue.

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Equity in Losses of Affiliate. Equity in losses of affiliate was $242,318 for the nine months ended August 31, 2014, compared to $115,475 for the 2013 period. Equity in losses of affiliate for the nine months ended August 31, 2014 consists of $150,000 related to additional investments made by the Company into Saneron and $85,602 related to compensation expense for stock option awards that were granted by Saneron to certain consultants and employees. Equity in losses of affiliate for the nine months ended August 31, 2013 solely consists of amounts related to compensation expense for stock option awards that were granted by Saneron to certain consultants and employees.

Income Taxes. Deferred tax assets and liabilities are measured using enacted tax rates expected to be recovered or settled. The ultimate realization of our deferred tax assets depends upon generating sufficient future taxable income prior to the expiration of the tax attributes. In assessing the need for a valuation allowance, we must project future levels of taxable income. This assessment requires significant judgment. We examine the evidence related to the recent history of tax losses, the economic conditions in which we operate and our forecasts and projections to make that determination.

The Company records foreign income taxes withheld from installment payments of non-refundable up-front license fees and royalty income earned on the processing and storage of cord blood stem cell specimens in geographic areas where the Company has license agreements. The Company recorded $98,114 and $127,470 for the nine months ended August 31, 2014 and 2013, respectively, of foreign income tax expense which is included in income tax expense in the accompanying consolidated statements of operations.

The Company did not record U.S. income tax expense or benefit during the nine months ended August 31, 2014 and for the same period in 2013, due to the utilization of net operating losses and foreign tax credit carryforwards, which were not previously benefited in the Company s financial statements.

Results of Operations Three Month Period Ended August 31, 2014 Compared to the Three Month Period Ended August 31, 2013

Revenue. Revenue for the three months ended August 31, 2014 was $4,937,945 as compared to $4,829,639 for the same period in 2013, an increase of 2%. The increase in revenue was primarily attributable to a 6% increase in processing and storage fees.

Processing and Storage Fees. The increase in processing and storage fee revenue is primarily attributable to a 6% increase in recurring annual storage fee revenue. The Company had a 14% decrease in the number of new cord blood specimens processed in the three months ended August 31, 2014 versus the same period in 2013. The decrease in new cord blood specimens is primarily attributable to the 47% decrease in the number of new specimens from the Company s international affiliates, mainly Ecuador. In August 2013, the Company was notified that its affiliate in Ecuador was closed by the National Institute of Organic Donation (INDOT).

Licensee Income. Licensee income for the three months ended August 31, 2014, was $169,412 as compared to $323,816 for the 2013 quarter. Licensee income for the three months ended August 31, 2014 and August 31, 2013 consisted of royalty income earned on the processing and storage of cord blood stem cell specimens in geographic areas where the Company has license agreements.

Cost of Sales. Cost of sales for the three months ended August 31, 2014 was $1,499,739 as compared to $1,360,267 for the same period in 2013, representing a 10% increase. Cost of sales was 30% of revenues for the three months ended August 31, 2014 and 28% for the three months ended August 31, 2013. Cost of sales includes wages and supplies associated with process enhancements to the existing production procedures and quality systems in the processing of cord blood specimens at the Company s facility in Oldsmar, Florida and depreciation expense of approximately $51,000 and $51,000 for the three months ended August 31, 2014 and 2013, respectively.

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Selling, General and Administrative Expenses. Selling, general and administrative expenses for the three months ended August 31, 2014 were $2,948,185 as compared to $2,835,886 for the 2013 period representing a 4% increase. These expenses are primarily comprised of expenses for consumer advertising, salaries and wages for personnel and professional fees. Included in selling, general and administrative expenses for the three months ended August 31, 2013 is approximately $150,000, less the June 2013 rent payment, due to a lease amendment for the three months ended August 31, 2013. The Company signed an amendment to terminate the building lease on the additional 9,600 square feet that was entered into during June 2006. As a result of the Company s affiliate in Ecuador being closed during the third quarter of fiscal 2013, the Company recorded an allowance for uncollectible receivables for the $150,000 processing and storage fee receivable due from Ecuador as of August 31, 2013.

Research, Development and Related Engineering Expenses. Research, development and related engineering expenses for the three months ended August 31, 2014 were $17,852 as compared to $8,139 for the 2013 period. The expenses for the three months ended August 31, 2014 and 2013 are primarily comprised of expenses related to the Company s cord tissue product.

Depreciation and Amortization. Depreciation and amortization (not included in Cost of Sales) for the three months ended August 31, 2014 was $43,211 compared to $42,811 for the 2013 period.

Interest Expense. Interest expense during the three months ended August 31, 2014, was $309,317 compared to $314,883 during the comparable quarter in 2013. Interest expense is mainly comprised of payments made to the other parties to the Company s RSAs based on the Company s storage revenue.

Equity in Losses of Affiliate. Equity in losses of affiliate was $52,667 for the three months ended August 31, 2014, compared to $38,575 for the 2013 period. Equity in losses of affiliate for the three months ended August 31, 2014 consists of $37,500 related to additional investments made by the Company into Saneron and $8,451 related to compensation expense for stock option awards that were granted by Saneron to certain consultants and employees. Equity in losses of affiliate for the three months ended August 31, 2013 consists solely of amounts related to compensation expense for stock option awards that were granted by Saneron to certain consultants and employees.

Income Taxes. Deferred tax assets and liabilities are measured using enacted tax rates expected to be recovered or settled. The ultimate realization of our deferred tax assets depends upon generating sufficient future taxable income prior to the expiration of the tax attributes. In assessing the need for a valuation allowance, the Company must project future levels of taxable income. This assessment requires significant judgment. The Company examined the evidence related to the recent history of tax losses, the economic conditions in which we operate and our forecasts and projections to make that determination.

The Company records foreign income taxes withheld from installment payments of non-refundable up-front license fees and royalty income earned on the processing and storage of cord blood stem cell specimens in geographic areas where the Company has license agreements. The Company recorded $25,412 and $42,352 for the three months ended August 31, 2014 and 2013, respectively, of foreign income tax expense, which is included in income tax expense in the accompanying consolidated statements of operations.

The Company did not record U.S. income tax expense or benefit during the three months ended August 31, 2014 and for the same period in 2013, due to the utilization of net operating losses and foreign tax credit carryforwards, which were previously reserved through valuation allowances in the Company s financial statements.

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Liquidity and Capital Resources

Through August 31, 2014, the Company s principal source of cash has been from sales of its umbilical cord blood program to customers and royalties from licensees. The Company does not expect a change in its principal source of cash flow.

At August 31, 2014, the Company had cash and cash equivalents of $3,448,977 as compared to $3,925,156 at November 30, 2013. The decrease in cash and cash equivalents during the nine months ended August 31, 2014 was primarily attributable to the following:

Net cash provided by operating activities for the nine months ended August 31, 2014 was $1,311,736, which was primarily attributable to changes in net income, working capital and in restricted funds held in the escrow account.

Net cash provided by operating activities for the nine months ended August 31, 2013 was $843,825, which was primarily attributable to changes in net income, working capital and in restricted funds held in the escrow account.

Net cash provided by investing activities for the nine months ended August 31, 2014 was $435,814, which was primarily attributable to the transfer of $764,045 from the trust which was offset by $178,231 of purchases of property and equipment and marketable securities and the investment of $150,000 into Saneron (see above).

Net cash provided by investing activities for the nine months ended August 31, 2013 was $863,644, which was primarily attributable to the decrease of restricted cash held in escrow which was partially offset by the purchase of property and equipment and the investment in patents and trademarks.

Net cash used in financing activities for the nine months ended August 31, 2014 was $2,223,729, which was primarily attributable to the stock repurchase plan pursuant to which the Company has repurchased 968,302 shares of the Company s common stock for approximately $2,294,631.

Net cash used in financing activities for the nine months ended August 31, 2013 was $657,116, which was primarily attributable to the stock repurchase plan pursuant to which the Company has repurchased 302,391 shares of the Company s common stock for approximately $672,000.

The Company does not have a line of credit.

The Company anticipates making discretionary capital expenditures of approximately $500,000 over the next twelve months for software enhancements and purchases of property and equipment. The Company anticipates funding future property and equipment purchases with cash-on-hand and cash flows from future operations.

The Company anticipates that its cash and cash equivalents, marketable securities and cash flows from future operations will be sufficient to fund its known cash needs for at least the next 12 months. Cash flows from operations will depend primarily upon increasing revenues from sales of its umbilical cord blood and cord tissue cellular storage services, and managing discretionary expenses. If expected increases in revenues are not realized, or if expenses are higher than anticipated, the Company may be required to reduce or defer cash expenditures or otherwise manage its cash resources during the next 12 months so that they are sufficient to meet the Company s cash needs for that period. In addition, the Company may consider seeking equity or debt financing if deemed appropriate for its plan of operations, and if such financing can be obtained on acceptable terms. There is no assurance that any reductions in expenditures, if necessary, will not have an adverse effect on the Company s business operations, including sales activities and the development of new services and technology.

Critical Accounting Policies

This discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and disclosures of contingent assets and liabilities. For a full discussion of our accounting policies please refer to Note 1 to the Consolidated Financial Statements included in our 2013 Annual Report on Form 10-K filed with the SEC. Our most critical accounting policies and estimates include: recognition of revenue and the related allowance for doubtful accounts, stock-based compensation, income taxes and license and revenue sharing agreements. We continually evaluate our judgments, estimates and assumptions. We base our estimates on the terms of underlying agreements, historical experience and other factors that we believe are reasonable based on the circumstances, the results of which form our management s basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, *Management s Discussion and Analysis of Financial Condition and Results of Operations* included in our 2013 Annual Report on Form 10-K.

Recently Issued Accounting Pronouncements

In July 2013, the FASB issued Accounting Standards Update No. 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11). This update will require companies to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, unless certain conditions exist. ASU 2013-11 is effective for interim and annual periods beginning after December 15, 2013, with early adoption permitted. The Company adopted ASU 2013-11 in the first quarter of 2014. The adoption of ASU 2013-11 had no impact on the Company s consolidated financial statements or on its financial condition.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09*, Revenue from Contracts with Customers (Topic 606).* This update provides a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. This update is effective for annual and interim periods beginning after December 15, 2016, which will require us to adopt these provisions in the first quarter of fiscal 2018. Early application is not permitted. This update permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect this guidance will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

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Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonable likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on their most recent review, as of the end of the period covered by this report, the Company s principal executive officers and principal financial officer have concluded that the Company s disclosure controls and procedures are ineffective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to the Company s management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure and are ineffective to ensure that such information is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms.

Changes in Internal Control Over Financial Reporting

During the third quarter of fiscal 2014, the Company s principal executive officers and principal financial officer concluded that the Company s disclosure controls and procedures and internal controls over financial reporting were not effective, due to a material weakness surrounding the Company s identification and application of the appropriate accounting treatment for non-routine transactions and related documentation thereof. The Company s internal control over non-routine transactions was not effective to identify certain items with sufficient precision. Management is taking steps to design and implement more effective internal controls around non-routine transactions.

There were no other changes in the Company s internal controls over financial reporting during the quarter ended August 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our co-CEOs and CFO, does not expect that our disclosure controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management or board override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

CEO and CFO Certifications

Appearing as exhibits 31.1, 31.2 and 31.3 to this report there are Certifications of the Co-CEOs and the CFO. The Certifications are required in accordance with Section 302 of the Sarbanes-Oxley Act of

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2002 (the Section 302 Certifications). This Item of this report is the information concerning the evaluation referred to in the Section 302 Certifications and this information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On February 25, 2011, a Complaint and Demand for Jury Trial was filed against the Company in the United States District Court, Middle District of Florida, Tampa Division, styled: Charles D. Nyberg; Mary J. Nyberg; and Red Rock Partners, an Arizona general partnership vs. Cryo-Cell International, Inc, Case No. 8:11-CV-399-T-30AEP. The Complaint was amended on May 25, 2011 and served on the Company on May 26, 2011. The Complaint alleged that the Company had underpaid amounts owed to plaintiffs pursuant to the Florida and Texas Revenue Sharing Agreements with the Company. The Complaint did not specify the amount claimed, other than stating that it was more than $75,000 which is the jurisdictional amount of the court the complaint was filed in.

On November 15, 2013, the parties came to a final settlement on this action. The terms of the settlement are confidential. Upon completion of the settlement, the claims in the lawsuit will be dismissed with prejudice. In December 2013, the Company paid $525,000 in full settlement. The Company recorded an accrual of $525,000 which is reflected in accrued expenses on the accompanying consolidated financial statements as of November 30, 2013.

On November 13, 2013, Plantiff Ki Yong Choi filed a Verified Shareholder Derivative Complaint in the Circuit Court for the Thirteenth Judicial Circuit in and for Hillsborough County, Florida. The Complaint names as defendants all of the members of the Company s current Board of Directors, as well as former director Anthony Atala. The complaint also names the Company as a nominal defendant only. The complaint alleges that, since the election of the Company s Board of Directors in August 2011, the Company s Co-CEOs have pursued their own enrichment and entrenchment at the expense of the Company and its shareholders. The complaint asserts claims against the Board of Directors for breach of fiduciary duty, abuse of control, corporate waste, and unjust enrichment and seeks, among other things, rescission of certain transactions between the Company and the co-CEOs and damages from the Board of Directors. On February 14, 2014, all of the defendants filed motions to dismiss the complaint. The Company filed a motion to dismiss based on the plaintiff s failure to make a pre-suit demand on the Board of Directors or to establish that demand should be excused, as required by Delaware law. A hearing took place on July 9, 2014, and on July 28, 2014, the Court granted the motion to dismiss.

On October 11, 2013, a Complaint was filed by the Company in the Circuit Court of Hillsborough County, Florida, styled: Cryo-Cell International, Inc. v. Dilworth Paxson LLP et al, Case No. 13-CA-D09980. The Complaint alleged that Dilworth Paxson LLP and a partner for the firm were negligent and breached the duty of reasonable care owed to the Company. The Complaint alleges the defendant s negligence led to the cancellation of the license agreement with Cryo-Cell de Mexico. The Company lost profits and income that would have been earned under the original agreement and was forced to renegotiate the terms of the agreement with terms far less lucrative to the Company. The defendants removed the case to the United States District Court for the Middle District of Florida as permitted because the parties are citizens of different states and the amount in controversy exceeds the jurisdictional minimum of $75,000. The case now bears a case number of 8:13-Civ-2639-T-33AEP. On June 2, 2014, a confidential settlement was executed by both parties.

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On August 30, 2011, the Board of Directors of the Company terminated its Chief Executive Officer and former Chairman of the Board of Directors, Ms. Walton, for cause. In accordance with Ms. Walton s employment agreement dated August 15, 2005, as amended July 16, 2007, Ms. Walton could be entitled to severance in the amount up to $950,000 related to lost salary, bonuses and benefits. In addition, the Company could be required to pay all reasonable legal fees and expenses incurred by Ms. Walton as a result of the termination, as well as outplacement services. On October 25, 2011, Mercedes Walton, the Company s former chief executive officer, filed a demand for arbitration with the American Arbitration Association. Ms. Walton claimed breach of her employment agreement and defamation. Ms. Walton was seeking arbitration costs, attorneys fees, interest, compensatory, punitive and liquidated damages, as well as injunctive and declaratory relief in the amount of $5,000,000 of which potentially $1,000,000 would be covered by the Company s insurance policy. On June 14, 2013, the Company received a decision from the American Arbitration Association in the case filed by Ms. Walton on October 25, 2011, granting an Interim Award of Arbitrators to Ms. Walton in the amount of $1,080,938. This award includes $980,938 related to lost salary, bonuses and benefits and $100,000 related to the defamation claim made by Ms. Walton of which the defamation award was paid by the Company s insurance policy. In addition the Company will be required to pay all reasonable legal fees and expenses incurred by Ms. Walton and expenses associated with any outplacement services During July 2013, Ms. Walton was paid an initial payment of $1,066,174 related to lost salary, bonuses, benefits and expenses. The Company has recorded an accrual of $487,000 and $1,450,000 associated with the claim and legal fees which is reflected as an accrued expense in the accompanying balance sheets as of August 31, 2013 and November 30, 2012, respectively. During September and October 2013, legal fees and expenses were reimbursed to all parties.

In addition, from time to time the Company is subject to proceedings, lawsuits, contract disputes and other claims in the normal course of its business. The Company believes that the ultimate resolution of current matters should not have a material adverse effect on the Company s business, consolidated financial position or results of operations. It is possible, however, that there could be an unfavorable ultimate outcome for or resolution which could be material to the Company s results of operations for a particular quarterly reporting period. Litigation is inherently uncertain and there can be no assurance that the Company will prevail. The Company does not include an estimate of legal fees and other related defense costs in its estimate of loss contingencies.

ITEM 1A. RISK FACTORS

Not applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ISSUER PURCHASE OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under

				the Plans or Programs
June 1 30, 2014	52,940	$2.69	52,940	1,183,714
July 1 31, 2014	70,690	$2.50	70,690	1,113,024
August 1 31, 2014	208,141	$2.73	208,141	904,883

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

(a) Exhibits

31.1	Certification of Co-CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Co-CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRLTaxonomy Extension Presentation Linkbase Document

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SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cryo-Cell International, Inc.

/s/ David Portnoy
David Portnoy
Co-Chief Executive Officer

Cryo-Cell International, Inc.

/s/ Mark Portnoy
Mark Portnoy
Co-Chief Executive Officer

Cryo-Cell International, Inc.

/s/ Jill M. Taymans
Jill M. Taymans
Vice President, Finance, Chief Financial Officer

Date: October 15, 2014