

CRYO CELL INTERNATIONAL INC  
Form DEFA14A  
January 17, 2008

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## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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### FORM 8-K

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#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): January 15, 2008

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## CRYO-CELL INTERNATIONAL, INC.

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-23386**  
(Commission file number)

**22-3023093**  
(IRS employer

identification number)

**700 Brooker Creek Blvd., Suite 1800**

**Oldsmar, Florida 34677**

(Address of principal executive offices, zip code)

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- x Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 15, 2008, the Delaware Court of Chancery issued an opinion in a case brought by David Portnoy, a stockholder of the Company, challenging the election results of the annual meeting of stockholders held on July 16, 2007. The description of the opinion in the press release attached as Exhibit 99.1 is incorporated herein by reference. The court's opinion directed that only the incumbent directors who sat on the Cryo-Cell Board of Directors immediately prior to the 2007 annual meeting will continue in office until the special meeting of stockholders is held. These directors are Mercedes Walton, Gaby W. Goubran, Jagdish Sheth, Ph.D., Anthony P. Finch and Scott Christian.

**Item 8.01. Other Events.**

On January 17, 2008, Cryo-Cell International, Inc. issued a press release regarding an opinion issued by the Delaware Court of Chancery. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated by reference to this Item.

**Item 9.01. Financial Statements and Exhibits.**

(a) Not Applicable

(b) Not Applicable

(c) Exhibits

99.1 Cryo-Cell International, Inc. Press Release dated January 17, 2008.

**SIGNATURE**

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

CRYO-CELL INTERNATIONAL, INC.  
(REGISTRANT)

Date: January 17, 2008

By: /s/ Jill M. Taymans  
JILL M. TAYMANS, *Chief Financial Officer*