

Cord Blood America, Inc.
Form SC 13D/A
May 14, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Amendment No. 1
Under the Securities Exchange Act of 1934

Cord Blood America, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

21839P206

(Cusip Number)

Steven Lanter, Esq.

Luse Gorman, PC

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 14, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 21839P206

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):

Cryo-Cell International, Inc. 22-3023093

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): "

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

Number of

Shares

91,916,496

Beneficially 8. Shared Voting Power:

Owned by

Each

0

9. Sole Dispositive Power:

Reporting

Person

91,916,496

With

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

91,916,496

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

7.23%

14. Type of Reporting Person (See Instructions):

CO

Item 1. Security and Issuer.

This Statement on Schedule 13D (this Statement) relates to the common stock, par value \$.0001 per share (the Common Stock), of Cord Blood America, Inc., a Florida corporation (CBAI). The address of the principal executive offices of CBAI is 1857 Helm Drive, Las Vegas, Nevada 89119.

Item 2. Identity and Background.

- (a) Cryo Cell International, Inc. (Cryo-Cell).
- (b) Cryo-Cell's business address is 700 Brooker Creek Boulevard, Suite 1800, Oldsmar, Florida 34677.
- (c) Cryo-Cell is a Delaware corporation that was incorporated in 1989. Cryo-Cell is principally 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.
- (d) During the last five years, Cryo-Cell has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, Cryo-Cell has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The amount of funds expended by Cryo-Cell to acquire and sell the 91,916,496 of Common Stock it holds in its name is \$218,549, net of proceeds from common stock sales. Such funds were provided from Cryo-Cell's working capital. These Common Stock acquisitions were made between April 3, 2014 and May 13, 2015. None of the shares of Common Stock was acquired pursuant to a margin account, and there is currently no margin.

Item 4. Purpose of Transaction.

Cryo-Cell's purpose in acquiring and/or selling shares of Common Stock of CBAI is to benefit from any future appreciation in the stock price of CBAI, and potentially to influence the future direction of CBAI.

As Cryo-Cell disclosed in a current report on Form 8-K filed on March 10, 2015 with the Securities and Exchange Commission, on March 10, 2015, Cryo-Cell filed a lawsuit in the Pinellas County Court, Florida in order to compel CBAI to hold an annual meeting of shareholders for the purpose of electing directors. On May 8, 2015, CBAI filed a Form 8-K with the Securities and Exchange Commission announcing that CBAI would hold an annual meeting of shareholders on July 14, 2015 to, amongst other matters, elect directors.

In the fourth quarter of 2014, Cryo-Cell conducted due diligence on CBAI and was in negotiations at that time with CBAI to engage in a business combination with, or make a capital investment in, CBAI.

Subject to availability at prices deemed favorable, Cryo-Cell may acquire additional shares of Common Stock of CBAI from time to time in the open market, in privately negotiated transactions, or otherwise. Cryo-Cell may also dispose of shares of Common Stock of CBAI from time to time in the open market, in privately negotiated transactions, or otherwise. Cryo-Cell or persons affiliated therewith may also enter into transactions directly with CBAI with respect to the acquisition or disposition of shares, or otherwise.

Item 5. Interest in Securities of the Issuer.

The percentages used in this filing are calculated based on 1,271,052,632 outstanding shares of Common Stock, reported as the number of outstanding shares of CBAI as of May 7, 2015 after the approval of an increase in authorized common shares outlined in CBAI's definitive proxy materials filed with the SEC on April 22, 2015. All purchases of Common Stock reported herein were made in open-market transactions.

(a) Cryo-Cell

Aggregate number of shares beneficially owned: 91,916,496

Percentage: 7.23%

(b) Sole power to vote or direct: 91,916,496

Shared power to vote or direct: 0

Sole power to dispose or to direct the disposition: 91,916,496

Shared power to dispose or to direct the disposition: 0

(c) Since the filing of the initial Schedule 13-D, Cryo-Cell purchased (sold) shares of CBAI's Common Stock as follows:

| | Number of Shares | Price Per |
|------------|------------------|------------|
| Trade Date | Bought/(Sold) | Share |
| 4/13/2015 | (3,846,700) | \$ 0.0045 |
| 4/13/2015 | (1,255,000) | \$ 0.0047 |
| 4/28/2015 | 500,000 | \$ 0.00272 |
| 4/30/2015 | 1,180,600 | \$ 0.00281 |
| 4/30/2015 | 1,360,000 | \$ 0.00291 |
| 5/5/2015 | 2,000,000 | \$ 0.004 |
| 5/5/2015 | 750,000 | \$ 0.0039 |
| 5/5/2015 | 250,000 | \$ 0.00383 |
| 5/6/2015 | 800,000 | \$ 0.00361 |
| 5/8/2015 | 1,500,000 | \$ 0.00381 |
| 5/8/2015 | 2,000,000 | \$ 0.0038 |
| 5/8/2015 | 452,178 | \$ 0.00372 |
| 5/11/2015 | 421,157 | \$ 0.0038 |
| 5/13/2015 | 320,103 | \$ 0.0038 |

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Cryo-Cell and any other person with respect to any securities of CBAI, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits.

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 14, 2015

By: /s/ David Portnoy
Chief Executive Officer and Authorized
Representative
Cryo-Cell, International, Inc.