

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

Form: 4

Date Filed: 2019-03-25

Corporate Issuer CIK: 1019034

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours
per response... 0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | |
|--|---|--|-----------------------------------|--|--|---|--|
| 1. Name and Address of Reporting Person Welch Cecilia C | | 2. Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer | | | |
| (Last) (First) (Middle) C/O BIO-KEY INTERNATIONAL, INC., 3349 HIGHWAY 138, BUILDING A, SUITE E | | 3. Date of Earliest Transaction (Month/Day/Year) 03/21/2019 | | | | | |
| (Street) WALL, NJ 07719 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

| | | |
|--|--|-----------------|
| | Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. | SEC 1474 (9-02) |
|--|--|-----------------|

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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|--|--|--------------------------------------|--|--------------------------------|--|---|--|------------|---|--------|--|--|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | | | | | | | |
| Stock Option (Right to Buy) | \$ 1.18 | 03/21/2019 | | A | | 25,000 | (1) | 03/20/2026 | Common Stock | 25,000 | \$ 0 | 25,000 | D | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Welch Cecilia C C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719 | | | Chief Financial Officer | |

Signatures

| | |
|-------------------------------|------------|
| /s/ Cecilia Welch | 03/25/2019 |
| Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents shares issuable upon exercise of options granted to the Reporting Person on March 21, 2019 under the Issuer's 2015 Equity Incentive Plan. The options are exercisable at \$1.18 per (1) share, the last sale price of the Issuer's common stock as reported on the Nasdaq on the date of grant, have a term of seven years, and vest in three equal annual installments on each of the next three anniversaries of the grant date, subject to the Reporting Person's continued employment with or service to the Issuer through the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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FORM 4

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(Print or Type Responses)

1. Name and Address of Reporting Person
Welch Cecilia C

(Last)(First)(Middle)

C/O BIO-KEY INTERNATIONAL, INC., 3349
HIGHWAY 138, BUILDING A, SUITE E

(Street)

WALL, NJ 07719

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol
BIO KEY INTERNATIONAL INC [BKYI]

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director

10% Owner

X Officer (give title below)

Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
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| | | | Code | V | Amount | (A) or (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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|---|--|---|---|-----------------------------------|--|---|--|---|---|---|---|------|--------|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$ 1.18 | 03/21/2019 | | A | | 25,000 | | (1) | 03/20/2026 | Common Stock | 25,000 | \$ 0 | 25,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| Welch Cecilia C C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719 | <div>Director</div> <div>10% Owner</div> <div>Officer</div> <div>Other</div> <div>Chief Financial Officer</div> |

Signatures

/s/ Cecilia Welch

Signature of Reporting Person

03/25/2019

Date

Explanation of Responses:

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