

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

Form: 4

Date Filed: 2019-03-25

Corporate Issuer CIK: 1019034

© Copyright 2019, Issuer Direct Corporation. All Right Reserved. Distribution of this document is strictly prohibited, subject to the terms of use.

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

	OMB APPROVAL								
,	OMB Number:	3235-028							
	Estimated average burde	n houre							

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

0.5 per response..

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

Director					1070 Owner Officer										
Reporting Ow	ner Name / Address		Director	10% Owi	_	Relationsh Officer	nips		Other						
Reporting Ow	ners														
Stock Option (Right to Buy) \$ 1.18	03/21/2019			А		25,000		<u>(1)</u>	03/20/2026	Commor Stock	25,000	\$0	25,000	D	
				Code	٧	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
1. Title of 2. 3. Transaction 3A. Deemed Execution Date, if		ed 4 Date, if 7	(<i>e.g.</i> , p l. ransaction Code	, puts, calls, war 5. Number		umber of 6. Do Expirities (Monosed of (D)		ired, Disposed of, or Beneficially options, convertible securities) 5. Date Exercisable and Expiration Date Underlying Month/Day/Year) 7. Title a Underlying (Instr. 3 and Instr. 3 and Instruction 3 and Instr. 3 and Instruction 3 and Instruction 3 and Instr. 3 and Instruction 3 and Instructi				*	Ownership of Form of Derivative 0	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a s	eparate line for each	class of sec	curities be	eneficially o	own	ned directly	or ind	Persons form are	who respond not required t						1474 (9-02)
1.Title of Security 2. Transaction Date (Month/Day/Ye			Execution Date, if Code (A) or Dis				Securities Acq A) or Disposed on Instr. 3, 4 and 5) (A) or (D)	of (D) Fol	(Instr. 3 and 4) Form: Direct (E or Indire (I)			Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
WALL, NJ 07719 (City)	(State)	(Zip)					Table	l - Non-Der	ivative Securit	ties Acquire	ired, Disposed of, or Beneficially Owned				
	(Street)			4. If Amer	ndn	nent, Date (Origina	al FiledMonth/I	Day/Year)		Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(Last) (First) (Middle) C/O BIO-KEY INTERNATIONAL, INC., 3349 HIGHWAY 138, BUILDING A, SUITE E					f Ea 201		sactior	n (Month/Day	//Year)		X_ Officer (give title below) Other (specify below) Chief Financial Officer				
Name and Address of Reporting Person— Welch Cecilia C								or Trading Sy NAL INC [Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Print or Type Responses	(:														

Bonostina Osmon Nome / Address	Relationships							
Reporting Owner Name / Address	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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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

	OMB APPROVAL									
01	OMB Number: 323									
Es	stimated average burden	hours								
ре	r 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)																
					Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI]								Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) C/O BIO-KEY INTERNATIONAL, INC., 3349				Date of Earliest Transaction (Month/Day/Year)								C Officer (give tit			(specify below)		
		DING A, SUITE			03/21/	201	9							Criter	rinanciai Onice	:1	
		(Street)			4. If Amendment, Date Original FiledMonth/Day/Year)								Form filed by One	e Reporting Per		able Line)	
WALL, NJ	07719				Form filed by More than One Reporting Person												
(City)		(State)	(Zip					Tabl	le I - I	Non-Der	ivative Securi	ties Acquire	d, Disposed	of, or Bene	ficially Owned		
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y			Execution Date, i		n Date, if	(Instr. 8)		(A	4. Securities Acquire (A) or Disposed of (Disposed of (Di		Amount of Securities Beneficially Owner Following Reported Transaction(s) (Instr. 3 and 4)				7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			<u> </u>													,	
Reminder: Re	eport on a sep	arate line for each	class of se	curities be	eneficially	OWI	ned direct	ly or in		•	L						
									1	form are	who respond not required ntrol number.				tained in this a currently va		1474 (9-02)
				Table							sed of, or Bei onvertible sec		vned				
Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	onversion Date Exercise (Month/Day/Year) rice of erivative				Code		er of es I (A) or d of (D) 4, and	Expiration (Month/Day (A) or of (D)			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	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D	Dat Exe	te ercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Stock Option (Right to Buy)	\$ 1.18	03/21/2019			Α		25,00	0		<u>(1)</u>	03/20/2026	Common Stock	25,000	\$ 0	25,000	D	
Reporti	ng Owr	iers															
							Relation	ships									
Reporting Owner Name / Address Director			10% Ov	vner	Officer				Other								
Welch Cecilia C C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719			Chief Financial Officer														
Signatu	ires																

/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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.