

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

Form: 8-K

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 21, 2011

BIO-key International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-13463

(Commission File Number)

41-1741861

(I.R.S. Employer Identification No.)

**3349 Highway 138, Building D, Suite B
Wall, NJ 07719**

(Address of principal executive offices)

(732) 359-1100

(Registrant's telephone number, including area code)

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 (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - 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 Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure

On October 21, 2011, BIO-key International, Inc. (the "Company") issued a newsletter to shareholders and other interested parties updating the status of the pending acquisition which is included as an exhibit to a Current Report on Form 8-K. A copy of the newsletter issued by the Company on October 21, 2011 is attached as Exhibit 99.

The information, including the exhibit attached hereto, in this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as otherwise expressly stated in such filing.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibit.

(d) Exhibits

99.1 Newsletter, dated October 21, 2011, issued by the Company.

SIGNATURES

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.

Date: October 25, 2011

BIO-KEY INTERNATIONAL, INC.

By: /s/ Cecilia C. Welch

Cecilia C. Welch

Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Newsletter, dated October 21, 2011, issued by the Company.



NEWSLETTER

BIO-key® International, Inc. Update on the S.I.C. Acquisition

It has been nearly two months since we announced the pending acquisition of S.I.C. Biometrics, a Montreal based biometric software and hardware technology company and I want to provide a brief update.

The good news is the acquisition is moving forward as planned. Although both companies are eager to complete the transaction and move forward as one combined entity, the legal and administrative process has been more time consuming than originally anticipated.

To forward future progress BIO-key and SIC have been sharing technical intelligence along with coordinating sales and marketing strategies in anticipation of building a strong pipeline of opportunities. You may have noticed BIO-key's new and updated marketing materials include both our traditional software solution offerings as well as the SIC Biometrics iFMID mobile technology and Smart Prox offerings.

Since the initial announcement of the pending transaction, both S.I.C. and BIO-key have witnessed an increase in customer inquiries from commercial and government agencies that are seeking state of the art mobile biometric security solutions.

Based upon the current progress along with the customary legal and administrative requirements, BIO-key is confident that the acquisition will be completed in the coming weeks.

Mike DePasquale