

# **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

## **BIO KEY INTERNATIONAL INC**

**Form: 4**

**Date Filed: 2019-05-16**

**Corporate Issuer CIK: 1019034**

## FORM 4

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

OMB APPROVAL

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

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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<br>Shin Yick Fabian      |                                         | 2. Issuer Name and Ticker or Trading Symbol<br>BIO KEY INTERNATIONAL INC [BKYI]  |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>3349 HIGHWAY 138, BUILDING A, SUITE E |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/14/2019                   |                                   |                                                                                                                                                                                                                                                                |                                                                                                  |                                                             |                                                          |
| (Street)<br>WALL, NJ 07719                                       |                                         | 4. If Amendment, Date Original Filed (Month/Day/Year)                            |                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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<br>(Instr. 3)                               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)                                                                                                                                                                                           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                  |                                         |                                                                                  | Code V                            | Amount (A) or (D) Price                                                                                                                                                                                                                                        |                                                                                                  |                                                             |                                                          |
| Common Stock                                                     | 05/14/2019                              |                                                                                  | A                                 | 1,155<br>(1)                                                                                                                                                                                                                                                   | A \$ 0 5,399                                                                                     | D                                                           |                                                          |

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)

|                                               |                                                        |                                         |                                                       |                                   |                                                                                            |                                                             |                                                                  |                                               |                                                                                                       |                                                                                     |                                                           |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                               |                                                        |                                         |                                                       | Code V                            | (A) (D)                                                                                    | Date Exercisable Expiration Date                            | Title Amount or Number of Shares                                 |                                               |                                                                                                       |                                                                                     |                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |         |       |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                             | Director      | 10% Owner | Officer | Other |
| Shin Yick Fabian<br>3349 HIGHWAY 138, BUILDING A, SUITE E<br>WALL, NJ 07719 | X             |           |         |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/ Fabian Y. Shin            | 05/16/2019 |
| 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).
- (1) Represents shares issued to the Reporting Person on May 14, 2019 under the Issuer's 2015 Equity Incentive Plan in payment of board and committee meeting attendance fees.

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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| 1. Name and Address of Reporting Person<br>Shin Yick Fabian      |                                            |                                                             | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>BIO KEY INTERNATIONAL INC [BKYI] |                                                                         |                                                                                                     | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |           |  |
| (Last) (First) (Middle)<br>3349 HIGHWAY 138, BUILDING A, SUITE E |                                            |                                                             | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/14/2019                         |                                                                         |                                                                                                     |                                                                                                                                                                                                                                                                    |           |  |
| (Street)<br>WALL, NJ 07719                                       |                                            |                                                             | 4. If Amendment, Date Original Filed(Month/Day/Year)                                   |                                                                         |                                                                                                     | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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<br>(Instr. 3)                                | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8)                                                   | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6.                                                                                                                                                                                                                                                                 | 7. Nature |  |
|                                                                  |                                            |                                                             | Code                                                                                   | V                                                                       | Amount                                                                                              | (A) or<br>(D)                                                                                                                                                                                                                                                      | Price     |  |
| Common Stock                                                     | 05/14/2019                                 |                                                             | A                                                                                      |                                                                         | 1,155<br>(1)                                                                                        | A                                                                                                                                                                                                                                                                  | \$ 0      |  |
|                                                                  |                                            |                                                             |                                                                                        |                                                                         | 5,399                                                                                               | D                                                                                                                                                                                                                                                                  |           |  |

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SEC 1474 (9-02)

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|-----------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                     |                                                                    |                                            |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D)                                                                 | Date<br>Exercisable                                 | Expiration<br>Date                                                                                                         | Title                                                                                                 | Amount or<br>Number of Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |         |       |
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|                                                                             | Director      | 10% Owner | Officer | Other |
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