ISSUERDIRECT

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

Form: CORRESP

Date Filed: 2019-09-17

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.

BIO-key International, Inc.
3349 Highway 138, Building A, Suite E
Wall, NJ 07719

September 17, 2019

VIA EDGAR

U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F. Street, NE
Washington, DC 20549

Re: BIO-key International, Inc.- Registration Statement on Form S-3
Commission File No. 333-233713

Ladies and Gentlemen:

Pursuant to Rule 461 promulgated under the Securities Act of 1933, as amended, BIO-key International, Inc. (the "Registrant") hereby requests acceleration of the effective date of its Registration Statement on Form S-3 (File No. 333-333713) (the "Registration Statement"), so that it may become effective at 4:00 p.m. on September 18, 2019, or as soon thereafter as practicable.

Thank you for your prompt attention to this request. Should you have any questions, please contact Vincent A. Vietti of Fox Rothschild LLP, counsel to the Registrant, at (609) 896-4571.

Very truly yours,

BIO-key International, Inc.

By: /s/ *Michael W. DePasquale*
Michael W. DePasquale
Chief Executive Officer