

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## BIO KEY INTERNATIONAL INC

**Form: 3**

**Date Filed: 2020-12-01**

Corporate Issuer CIK: 1019034

**INITIAL STATEMENT OF 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 Sullivan James David <small>(Last) (First) (Middle)</small> C/O BIO-KEY INTERNATIONAL, INC., 3349 HIGHWAY 138, BUILDING A, SUITE E <small>(Street)</small> WALL, NJ 07719 <small>(City) (State) (Zip)</small>		2. Date of Event Requiring Statement (Month/Day/Year) 08/25/2020	3. Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI]	5. If Amendment, Date Original Filed (Month/Day/Year)
		4. 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) See Remarks		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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares, par value \$0.0001	4,125 (1)	D	

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

SEC 1473 (7-02)

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.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Purchase)	03/23/2018(2)	03/24/2025	Common Shares, par value \$0.0001	3,125	\$ 15.68	D	
Stock Option (Right to Purchase)	03/21/2019(3)	03/21/2026	Common Shares, par value \$0.0001	3,125	\$ 9.44	D	
Stock Option (Right to Purchase)	03/14/2014(4)	03/13/2021	Common Shares, par value \$0.0001	1,563	\$ 39.36	D	
Stock Option (Right to Purchase)	08/13/2015(4)	08/13/2022	Common Shares, par value \$0.0001	2,084	\$ 17.272	D	
Stock Option (Right to Purchase)	03/16/2017(4)	03/16/2024	Common Shares, par value \$0.0001	12,500	\$ 21.2	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan James David C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719			See Remarks	

**Signatures**

/s/ James D. Sullivan 12/01/2020  
Signature of Reporting Person Date

**Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 5(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).

4,125 restricted shares of common stock were issued under the Issuer's Amended & Restated 2015 Equity Incentive Plan and are subject to forfeiture if the Reporting Person does not remain in (1) continuous employment or service with the Issuer for a period of three (3) years from August 25, 2020. The foregoing restrictions lapse in equal annual installments over such three (3) year period. Does not include 10,000 shares of common stock purchased on the open market after the Date of Event Requiring Statement.

Represents shares issuable upon exercise of options granted to the Reporting Person on March 23, 2018 under the Issuer's 2015 Equity Incentive Plan. The options, have a term of seven years, and (2) 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. As of the date of this Report, 2,083 options are currently exercisable.

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, have a term of seven years, and (3) 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. As of the date of this Report, 1,042 options are currently exercisable.

**Remarks:**

Senior Vice President and Chief Legal Officer

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.

**INITIAL STATEMENT OF 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 Sullivan James David <small>(Last) (First) (Middle)</small> C/O BIO-KEY INTERNATIONAL, INC., 3349 HIGHWAY 138, BUILDING A, SUITE E <small>(Street)</small> WALL, NJ 07719 <small>(City) (State) (Zip)</small>		2. Date of Event Requiring Statement (Month/Day/Year) 08/25/2020	3. Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI]	5. If Amendment, Date Original Filed (Month/Day/Year)
		4. 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) See Remarks		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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares, par value \$0.0001	4,125 (1)	D	

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

SEC 1473 (7-02)

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.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Purchase)	03/23/2018(2)	03/24/2025	Common Shares, par value \$0.0001	3,125	\$ 15.68	D	
Stock Option (Right to Purchase)	03/21/2019(3)	03/21/2026	Common Shares, par value \$0.0001	3,125	\$ 9.44	D	
Stock Option (Right to Purchase)	03/14/2014(4)	03/13/2021	Common Shares, par value \$0.0001	1,563	\$ 39.36	D	
Stock Option (Right to Purchase)	08/13/2015(4)	08/13/2022	Common Shares, par value \$0.0001	2,084	\$ 17.272	D	
Stock Option (Right to Purchase)	03/16/2017(4)	03/16/2024	Common Shares, par value \$0.0001	12,500	\$ 21.2	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan James David C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719			See Remarks	

**Signatures**

/s/ James D. Sullivan 12/01/2020  
Signature of Reporting Person Date

**Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 5(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).

4,125 restricted shares of common stock were issued under the Issuer's Amended & Restated 2015 Equity Incentive Plan and are subject to forfeiture if the Reporting Person does not remain in (1) continuous employment or service with the Issuer for a period of three (3) years from August 25, 2020. The foregoing restrictions lapse in equal annual installments over such three (3) year period. Does not include 10,000 shares of common stock purchased on the open market after the Date of Event Requiring Statement.

Represents shares issuable upon exercise of options granted to the Reporting Person on March 23, 2018 under the Issuer's 2015 Equity Incentive Plan. The options, have a term of seven years, and (2) 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. As of the date of this Report, 2,083 options are currently exercisable.

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, have a term of seven years, and (3) 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. As of the date of this Report, 1,042 options are currently exercisable.

**Remarks:**

Senior Vice President and Chief Legal Officer

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.