

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Applied UV, Inc.**

**Form: 10-K/A**

**Date Filed: 2021-04-26**

Corporate Issuer CIK: 1811109

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

FORM 10-K/A  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**APPLIED UV, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**84-4373308**

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

**150 N. Macquesten Parkway  
Mount Vernon, NY 10550**

(Address of registrant's principal executive offices)

Registrant's telephone number: **(914) 665-6100**

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.0001	AUVI	The Nasdaq Stock Market LLC

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes:  No:

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes:  No:

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes:  No:

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes:  No:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company," in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes:  No:

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of June 30, 2020: N/A.

At March 30, 2021, the registrant had 9,402,484 shares of common stock, par value \$0.0001 per share, outstanding.

## EXPLANATORY NOTE

This amendment is being filed to revise certain information regarding beneficial ownership contained in the table set forth under the heading "Security Ownership of Certain Beneficial Owners and Management" in Item 12 of the Form 10-K for the fiscal year ended December 31, 2020 and filed with SEC on March 30, 2021. Except as expressly set forth herein, no other portion of the Form 10-K is being amended and this amendment does not reflect any events occurring after the filing of the Form 10-K.

**PART III**

**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

**Security Ownership of Certain Beneficial Owners and Management**

The table below sets forth information regarding the beneficial ownership of the common stock by (i) our directors and named executive officers; (ii) all the named executives and directors as a group and (iii) any other person or group that to our knowledge beneficially owns more than five percent of our outstanding shares of common stock. Except as indicated below, the address of each holder is c/o Applied UV, Inc., 150 N. Macquesten Parkway, Mount Vernon, NY 10550.

The information contained in this table is as of March 30, 2021. At that date, 9,402,484 shares of our common stock were outstanding.

A person is deemed to be a beneficial owner of shares if he has the power to vote or dispose of the shares. This power can be exclusive or shared, direct or indirect. In addition, a person is considered to beneficially own shares underlying options or warrants that are presently exercisable or that will become exercisable within sixty (60) days. Except as otherwise indicated, we believe that the persons named in this table have sole voting and investment power with respect to all shares of common stock held by them. To our knowledge, none of the shares listed below are held under a voting trust or similar agreement, except as noted. There is no arrangement, including any pledge by any person of securities of the Company, the operation of which may at a subsequent date result in a change in control of the Company.

<b>Name of Beneficial Owner</b>	<b>Title</b>	<b>Title of Class</b>	<b>Number of Shares</b>	<b>Percent of Class</b>
<b>Officers and Directors</b>				
Keyoumars Saeed	Chief Executive Officer and Director	Common Stock	89,308 <sup>(1)</sup>	*
		Series A Preferred Stock	—	—
Max Munn	President	Common Stock	5,098,089 <sup>(2)</sup>	54.2%
		Series A Preferred Stock	2,000 <sup>(3)</sup>	100%
James L. Doyle III	Chief Operations Officer	Common Stock	38,275 <sup>(1)</sup>	*
		Series A Preferred Stock	—	—
Joseph N. Himy	Interim Chief Financial Officer	Common Stock	—	—
		Series A Preferred Stock	—	—
Joel Kanter	Chairman of the Board	Common Stock	35,375	*
		Series A Preferred Stock	—	—
Dr. Eugene A. Bauer, M.D.	Director	Common Stock	35,000 <sup>(4)</sup>	*
		Series A Preferred Stock	—	—
Dr. Alastair Clemow, Ph.D	Director	Common Stock	35,000 <sup>(4)</sup>	*
		Series A Preferred Stock	—	—
Dr. Dallas C. Hack, M.D.	Director	Common Stock	25,000 <sup>(5)</sup>	*
		Series A Preferred Stock	—	—
Eugene E. Burleson	Director	Common Stock	35,000 <sup>(4)</sup>	*
		Series A Preferred Stock	—	—
<b>Officers and Directors as a Group (total of 9 persons)</b>				
		Common Stock	5,391,047	57.3%
		Series A Preferred Stock	2,000	100%
<b>5% Stockholders</b>				
The Munn Family 2020 Irrevocable Trust		Common Stock	5,000,000	53.2%
		Series A Preferred Stock	2,000	100%
Fakhruddin Holdings FZC		Common Stock	785,714	8.4%
		Series A Preferred Stock	--	--

\*Less than 1%.

(1) Subject to quarterly vesting over an eighteen (18) month period with the first vesting having occurred on September 30, 2020.

(2) Includes (i) 5,000,000 shares which are held in the name of The Munn Family 2020 Irrevocable Trust, for which the spouse of Max Munn is the trustee; (ii) 80,000 shares underlying a warrant issued to Mr. Munn; (iii) 875 shares underlying an option granted to Mr. Munn as director compensation and (iv) 17,214 shares underlying an option granted to Mr. Munn pursuant to his employment agreement.

(3) Held in the name of The Munn Family 2020 Irrevocable Trust, for which the spouse of Max Munn is the trustee. Each share of Series A Preferred Stock is entitled to 1,000 votes (2,000,000 votes in aggregate) and votes with the Company's common stock as a single class.

(4) 7,500 shares of which vest evenly on an annual basis over a three-year period, commencing on January 1, 2022; 12,500 shares of which vest on January 1, 2022 and the remainder of the shares are vested.

(5) 7,500 shares of which vest evenly on an annual basis over a three-year period, commencing on January 1, 2022; 7,500 shares of which vest on January 1, 2022 and the remainder of the shares are vested.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

**EXHIBIT INDEX**

Exhibit No.	Description
31.1	<a href="#">Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2	<a href="#">Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1	<a href="#">Certification by the Chief Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2	<a href="#">Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 26, 2021

**APPLIED UV, INC.**

By: /s/ Keyoumars Saeed

Keyoumars Saeed  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Keyoumars Saeed</u> Keyoumars Saeed	Chief Executive Officer and Director (principal executive officer)	April 26, 2021
<u>*</u> Max Munn	President and Director	April 26, 2021
<u>/s/ Michael Riccio</u> Michael Riccio	Chief Financial Officer (principal financial and accounting officer)	April 26, 2021
<u>*</u> Joel Kanter	Director	April 26, 2021
<u>*</u> Dr. Alastair Clemow	Director	April 26, 2021
<u>*</u> Eugene Burleson	Director	April 26, 2021
<u>*</u> Dr. Gene Bauer	Director	April 26, 2021
<u>*</u> Dr. Dallas C. Hack	Director	April 26, 2021

\*By: /s/ Keyoumars Saeed  
Keyoumars Saeed  
Attorney-in fact



**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002  
AND RULE 13A-14 OF THE EXCHANGE ACT OF 1934**

I, Keyoumars Saeed, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2020, 2020 of Applied UV, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 26, 2021

By: /s/ Keyoumars Saeed  
Keyoumars Saeed  
Chief Executive Officer

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002  
AND RULE 13A-14 OF THE EXCHANGE ACT OF 1934**

I, Michael Riccio, certify that:

1. I have reviewed this amendment to the Annual Report on Form 10-K for the year ended December 31, 2020, of Applied UV, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 26, 2021

By: /s/ Michael Riccio

Michael Riccio  
Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Applied UV, Inc. (the "Company") on Form 10-K for the year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), I, Keyoumars Saeed, Chief Executive Officer of Applied UV, Inc. (the "Company"), hereby certify, pursuant to 18 U.S.C. Section 1350 as adopted by pursuant to the Sarbanes-Oxley Act, that, to the best of my knowledge:

1. The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2021

By: /s/ Keyoumars Saeed

Keyoumars Saeed  
Chief Executive Officer

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S. C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Applied UV, Inc. (the "Company") on Form 10-K for the year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), I, Joseph Himy, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2021

By: /s/ Michael Riccio

Michael Riccio  
Chief Financial Officer