

BIO KEY INTERNATIONAL INC
 Form 3
 December 08, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 2. Date of Event Requiring Statement
 3. Issuer Name and Ticker or Trading Symbol
 4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

Â Kwok Fong Wong
 (Last) (First) (Middle)
 C/O BIO-KEY INTERNATIONAL, INC.,Â 3349 HIGHWAY 138, BUILDING A, SUITE E
 (Street)

12/04/2015

BIO KEY INTERNATIONAL INC [BKYI]

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WALL,Â NJÂ 07719
 (City) (State) (Zip)

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 Stock, par value \$0.0001 per share	0	D	Â

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
			Title				
Series A-1 Convertible Preferred Stock	Â (1)	Â (2)	Common Stock, par value \$0.0001 per share	7,262,763 (3)	\$ 0.3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kwok Fong Wong C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719	Â X	Â	Â	Â

Signatures

/s/ Wong Kwok Fong
Date: 12/08/2015
**Signature of Reporting Person

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).
- The Series A-1 convertible preferred stock is convertible into common stock at any time into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Series A-1 original issue price by the series A-1 conversion price in effect at the time of conversion.
- (1) non-assessable shares of Common Stock as is determined by dividing the Series A-1 original issue price by the series A-1 conversion price in effect at the time of conversion.
 - (2) The Series A-1 convertible preferred stock has no expiration date.
 - (3) Amount represents 9.9% of the Issuer's outstanding shares of Common Stock as of the date hereof. Each holder of Series A-1 convertible preferred stock shall not have the right to convert any portion of the Series A-1 convertible preferred stock to the extent that after giving effect to such conversion, the holder would beneficially own in excess of 9.99% of the Issuer's outstanding shares of Common Stock.

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.