

BIO KEY INTERNATIONAL INC  
Form S-1  
December 23, 2015

**As filed with the Securities and Exchange Commission on December 23, 2015**

**Registration No. 333-\_\_\_\_\_**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM S-1**

**REGISTRATION STATEMENT**

**UNDER THE SECURITIES ACT OF 1933**

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**BIO-KEY INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

Delaware 41-1741861  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

3349 Highway 138, Building A, Suite E  
Wall, NJ 07719  
(732) 359-1100  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

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Michael W. DePasquale  
Chief Executive Officer  
BIO-key International, Inc.  
3349 Highway 138, Building A, Suite E  
Wall, NJ 07719  
(732) 359-1100  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

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Lawrenceville, NJ 08648

(609) 896-3600

Approximate date of commencement of proposed sale to the public: As soon as practicable following the effectiveness of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount of Shares to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Shares of Common Stock Issuable Upon Conversion of Series A-1 Convertible Preferred Stock <sup>(2)</sup>	30,000,000	\$ 0.165	(1) \$4,950,000	\$ 498.47
Shares of Common Stock Issuable Upon Conversion of Series B-1 Convertible Preferred Stock <sup>(2)</sup>	35,000,000	\$ 0.165	(1) \$5,775,000	\$ 581.54
Total	65,000,000		\$10,725,000	\$ 1,080.01

Estimated pursuant to Rule 457(c) for the purpose of calculating the registration fee based on the average of the  
<sup>(1)</sup>high and low prices per share of the registrant's common stock as reported on the QB tier of the OTC Marketplace  
on December 21, 2015.

Represents shares of common stock issuable upon the conversion of preferred stock issued in private placement  
transactions in October and November, 2016. Pursuant to Rule 416, there are also being registered such  
<sup>(2)</sup>indeterminable additional securities as may be issued to prevent dilution as a result of stock splits, stock dividends,  
or similar transactions. Proposed maximum offering price per share is based on the conversion price of the preferred  
stock in accordance with Rule 457(g).

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its  
effective date until the registrant shall file a further amendment which specifically states that this registration  
statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the  
registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a),  
may determine.

The information in this prospectus is not complete and may be changed. The selling security holders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED DECEMBER 23, 2015**

**PRELIMINARY PROSPECTUS**

65,000,000 shares of common stock

The 65,000,000 shares of our common stock, \$.0001 par value per share, are being offered by the selling security holders identified in this prospectus. The shares of common stock offered by the selling security holders consist of:

30,000,000 shares of common stock issuable upon conversion of Series A-1 Convertible Preferred Stock issued in our October 2015 and November 2015 private offerings; and

35,000,000 shares of common stock issuable upon conversion of Series B-1 Convertible Preferred Stock issued in our November 2015 private offering.

The selling security holders may sell the shares covered by this prospectus through public or private transactions at prevailing market prices or at privately negotiated prices. We will not receive any part of the proceeds from sales of these shares by the selling security holders.

Our common stock trades on the QB tier of the OTC Marketplace ("OTCQB") under the symbol "BKYL." The closing price of our common stock on the OTCQB on December 21, 2015, was \$0.17 per share.

**Investing in our common stock involves a high degree of risk. See “Risk Factors” beginning on page 2 of this prospectus.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is \_\_\_\_\_, 2015.

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