

BIO KEY INTERNATIONAL INC  
Form 8-K  
November 21, 2016  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 18, 2016

**BIO-KEY INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-13463</b>	<b>41-1741861</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**3349 Highway 138, Building A, Suite E**

**Wall, NJ 07719**

(Address of principal executive offices) (Zip Code)

**(732) 359-1100**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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### Section 3 – Securities and Trading Markets

#### Item 3.02 Unregistered Sales of Equity Securities.

On November 18, 2016, BIO-Key International, Inc. issued to Wong Kwok Fong (Kelvin) 6,200,000 shares of common stock in consideration of an aggregate purchase price of \$1,860,000 or \$0.30 per share. Mr. Wong is a director of the Company.

The shares were issued in a private placement transaction to one accredited investor pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, without engaging in any advertising or general solicitation and without payment of any placement or brokerage fees.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BIO-Key International, Inc.

Date: November 21, 2016

By: /s/ Cecilia C. Welch  
Cecilia C. Welch  
Chief Financial Officer