

Kwok Fong Wong
 Form 4
 April 05, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Kwok Fong Wong

2. Issuer Name and Ticker or Trading Symbol
 BIO KEY INTERNATIONAL INC
 [BKYI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/03/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Managing Director, BIO-key HK

C/O BIO-KEY INTERNATIONAL, INC., 3349 HIGHWAY 138, BUILDING A, SUITE E

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

WALL, NJ 07719

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/03/2018 | | C | | 1,085,778 | A | \$ 3.6 (1) |
| Common Stock | 04/03/2018 | | P | | 91,820 | A | \$ 3.6 |

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|---|----------------------------|
| | | | | | V | (A) (D) | | | |
| Series A-1 Convertible Preferred | \$ 3.6 ⁽¹⁾ | 04/03/2018 | | C | | 39,088 | ⁽²⁾ ⁽³⁾ | Common Stock | 1,085,778 |

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 | X | X | Managing Director, BIO-key HK | |

Signatures

/s/ Kwok Fong Wong
04/05/2018**Signature of Reporting Person
Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) The reporting person converted 39,088 shares of Series A-1 Convertible Preferred Stock on April 3, 2018 at a conversion price of \$3.60 per share, resulting in his acquisition of 1,085,778 shares of common stock.

(2) The Series A-1 Convertible Preferred Stock is convertible at any time at the option of the holder, subject to a blocker provision which prohibits conversion if such conversion would result in the holder beneficially owning in excess of 9.99% of the issuer's common stock. By providing 61 days written notice to the issuer, the holder may increase such percentage. The reporting person provided such notice on August 7, 2017 and increased the maximum percentage to 35%.

(3) The Series A-1 Convertible Preferred Stock has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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