

BIO KEY INTERNATIONAL INC
Form SC 13D/A
September 26, 2017
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

BIO-KEY INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

09060C309

(CUSIP Number)

Wong Kwok Fong

Flat C, 27/F, Block 5

Grand Pacific Views

Siu Lam, Hong Kong N7

8613827026522

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 22, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 NAME OF REPORTING PERSONS
- I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 **Wong Kwok Fong**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 **PF**
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- 7 **HONG KONG**
SOLE VOTING POWER

NUMBER OF

SHARES **1,781,815**
SHARED
VOTING
POWER

BENEFICIALLY 8

OWNED BY

EACH **0**
SOLE
DISPOSITIVE
POWER

REPORTING 9

PERSON

WITH **1,781,815**
SHARED
DISPOSITIVE
POWER

10

11 **0**
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12 **1,781,815**
CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 **25.7%**
TYPE OF REPORTING
PERSON

IN

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This Amendment No. 3 to Schedule 13D (“Amendment No. 3) amends and supplements the prior statement on Schedule 13D (the “Statement”) as filed by Wong Kwok Fong (the “Reporting Person”) related to the common stock, par value \$ 0.0001 per share (the “Common Stock”), of BIO-key International, Inc., a Delaware corporation (the “Issuer”). Unless specifically amended hereby, the disclosures in the Statement remain unchanged. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Statement.

Item 1. Security and the Issuer.

There are no amendments to Item 1 of the Statement pursuant to this Amendment No. 3.

Item 2. Identity and Background

There are no amendments to Item 2 of the Statement pursuant to this Amendment No. 3.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Statement is hereby amended by the addition of the following:

“On March 15, 2017 the Issuer issued 379 shares of Common Stock to the Reporting Person as consideration for director fees.”

“On April 28, 2017 the Reporting Person purchased 277,778 shares of Common Stock from the Issuer in consideration of an aggregate purchase price of \$1,000,000, or \$3.60 per share using personal funds.”

“In various open market purchases on August 31, 2017, the Reporting Person acquired an aggregate of 26,300 shares of Common Stock for aggregate consideration of approximately \$81,580 (excluding commissions) using personal funds.”

“On September 22, 2017 the Reporting Person purchased 427,778 shares of Common Stock and warrants to purchase 138,889 shares of the Issuer’s Common Stock from the Issuer in consideration of an aggregate purchase price of \$1,540,000, or \$3.60 per share. The purchase price was paid by the Reporting Person via a cash payment of \$1,000,000 and the conversion of an accrued dividend payable in the amount of \$540,000 on the Company’s Series A-1 Convertible Preferred Stock due and payable to the Reporting Person as of June 30, 2017, as reported in the Issuer’s June 30, 2017 Form 10-Q.”

Item 4. Purpose of Transaction.

There are no amendments to Item 4 of the Statement pursuant to this Amendment No. 3.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Statement is hereby amended by deleting paragraphs (a) and (c) thereof and inserting the following:

(a) The Reporting Person beneficially owns 1,781,815 shares of Common Stock, which does not include shares issuable upon conversion of the Series A-1 Convertible Preferred Stock. The shares of Common Stock beneficially owned by the Reporting Person constitute 25.7% of the Issuer’s outstanding shares of Common Stock.

(c) Other than as set forth in Item 3 above, there have been no transactions by the Reporting Person in the shares of Common Stock since amendment 2.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

There are no amendments to Item 6 of the Statement pursuant to this Amendment No. 3.

Item 7. Material to Be Filed as Exhibits.

There are no amendments to Item 7 of the Statement pursuant to this Amendment No. 3.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 26, 2017 /s/ Wong Kwok Fong
Wong Kwok Fong