

BIO KEY INTERNATIONAL INC
Form 8-K
January 18, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

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): **January 12, 2007**

BIO-KEY INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-13463

(Commission File Number)

41-1741861

(IRS Employer Identification No.)

3349 Highway 138, Building D, Suite B, Wall, NJ

(Address of Principal Executive Offices)

07719

(Zip Code)

732-359-1100

(Registrant's Telephone Number, Including Area Code)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

Attached hereto as Exhibit 99.1 is the registrant's advertisement, published in the Toronto Globe and Mail on January 17, 2007 relating to its plans to make an exchange offer for all of the issued and outstanding shares of Comnetix Inc (TSE:CXI).

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 99.1 | BIO-Key International, Inc. Advertisement of Offer, as published in the Toronto Globe and Mail on January 17, 2007, relating to the offer by the Company to acquire all of the outstanding common shares of Comnetix. |

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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.

By: */s/ Francis J. Cusick*
Francis J. Cusick
Chief Financial Officer

Dated: January 17, 2007

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