

BIO KEY INTERNATIONAL INC
Form SC 13D/A
November 22, 2016
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

BIO-KEY INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

09060C200

(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)

November 18, 2016

(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
- 1 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 **12,594,947**
 SHARED
 VOTING
 POWER

BENEFICIALLY 8

OWNED BY

EACH **0**
 SOLE
 DISPOSITIVE
 POWER

REPORTING 9

PERSON

WITH **12,594,947**
 SHARED
 DISPOSITIVE
 POWER

10

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

12 **12,594,947**
 CHECK BOX IF THE
 AGGREGATE AMOUNT
 IN ROW (11) EXCLUDES
 CERTAIN SHARES

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

14 **17.3%**
 TYPE OF REPORTING
 PERSON

IN

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This Amendment No. 2 to Schedule 13D (“Amendment No. 2”), amends and supplements the prior statement on Schedule 13D, as previously amended (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. 2.

Item 2. Identity and Background

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

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

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

“In various open market purchases between September 12, 2016 and September 16, 2016, the Reporting Person acquired an aggregate of 2,418,675 shares of Common Stock for aggregate consideration of approximately \$594,187 (excluding commissions) using personal funds.”

“On November 7, 2016, the Company issued to the Reporting Person 11,111 shares of common stock in payment of Board fees valued at \$3,000.”

“On November 18, 2016, the Reporting Person purchased 6,200,000 shares of common stock from BIO-key International in consideration of an aggregate purchase price of \$1,860,000 or \$0.30 per share, using personal funds.”

Item 4. Purpose of Transaction.

There are no amendments to Item 4 of the Statement pursuant to this Amendment No. 2.

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 12,594,947 shares of Common Stock, which does not include shares issuable upon conversion of the Series A-1 Shares. The shares of Common Stock beneficially owned by the Reporting Person constitute 17.3% 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 during the past 60 days.

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. 2.

Item 7. Material to Be Filed as Exhibits.

There are no amendments to Item 7 of the Statement pursuant to this Amendment No. 2.

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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: November 22, 2016 /s/ Wong Kwok Fong
Wong Kwok Fong