

BIO KEY INTERNATIONAL INC

Form SC 13D/A

June 08, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

BIO-KEY INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

09060C200

(CUSIP Number)

Giant Leap International, Ltd.

Vistra Corporate Services Centre, Wickhams Cay II,

Road Town, Tortola, VG1110, British Virgin Islands

852-2258 2910

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

May 23, 2018

(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).

CUSIP No. 09060C200 Schedule 13D Page 2 of 5 Pages

NAME OF REPORTING
PERSONS

1 I.R.S. IDENTIFICATION
NO. OF ABOVE
PERSONS (ENTITIES
ONLY)

**Giant Leap International,
Ltd.**

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a)
(b)

3
SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF
DISCLOSURE OF LEGAL
5 PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE
OF ORGANIZATION

British Virgin Islands
7 SOLE
VOTING

POWER

NUMBER OF

958,289

SHARES

SHARED
VOTING
POWER

BENEFICIALLY 8

OWNED BY

0

EACH

SOLE
DISPOSITIVE
POWER

REPORTING 9

958,289

PERSON

WITH

SHARED
DISPOSITIVE
POWER

10

0

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

12

958,289
CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (11) EXCLUDES
CERTAIN SHARES

13

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14

7.6%
TYPE OF REPORTING
PERSON

00

CUSIP No. 09060C200 Schedule 13D Page 3 of 5 Pages

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends and supplements the prior statement on Schedule 13D (the "Statement") as filed by Giant Leap International, Ltd. (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. 1.

Item 2. Identity and Background

There are no amendments to Item 2 of the Statement pursuant to this Amendment No. 1.

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

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

Item 4. Purpose of Transaction.

Item 4 of the Statement is hereby amended by the addition of the following:

As a result of the transactions described in Item 5 below, the Reporting Person no longer owns any shares of Series B-1 Convertible Preferred Stock (the "Series B-1 Shares").

Item 5. Interest in Securities of the Issuer.

Item 5(a) of the Statement is hereby amended and restated as follows:

(a) The Reporting Person beneficially owns 958,289 shares of Common Stock. The shares of Common Stock beneficially owned by the Reporting Person constitute 7.6% of the Issuer's outstanding shares of Common Stock.

Item 5(c) of the Statement is hereby amended by the addition of the following:

(c) On May 23, 2018, the Reporting Person delivered a conversion notice to the Issuer to convert the remaining 720 Series B-1 Shares owed by the Reporting Person. Each Series B-1 Share had an original issue price of \$100.00 and was convertible into shares of the Issuer's common stock at a conversion price of \$3.60 per share. The forgoing conversion resulted in the issuance of 20,000 shares of Common Stock.

On May 23, 2018, the Reporting Person entered into a securities purchase agreement with the Issuer to purchase 2,978 shares of Common Stock in consideration of the conversion of an accrued dividend payable on the Series B-1 Shares owed by the Reporting Person in the amount of \$10,721 resulting in a per share purchase price of \$3.60.

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

Item 6 of the Statement is hereby amended by the addition of the information set forth in Item 4 above.

CUSIP No. 09060C200 Schedule13DPage 4 of 5 Pages

Item 7. Material to Be Filed as Exhibits.

Item 7 of the Statement is hereby amended by the addition of the following:

99.1 Securities Purchase Agreement dated May 23, 2018 (incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed by Bio-Key International, Inc. with the SEC on May 30, 2018).

CUSIP No. 09060C200 Schedule13DPage 5 of 5 Pages

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.

Date: June 7, 2018

Giant Leap International, Ltd.

/s/ Yao Jianhui
Name: Yao Jianhui

Title: Director