

CHITAYAT JACK
Form 4
March 14, 2013

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 *
CHITAYAT JACK

2. Issuer Name and Ticker or Trading Symbol
LIQUIDMETAL TECHNOLOGIES INC [LQMT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1836 EL CAMINO DEL TEATRO
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2013

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

LA JOLLA, CA 92037

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

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2013		J ⁽¹⁾		1,700,411	A	\$ 0.1	1,700,411	I	See Footnote 2 ⁽²⁾
Common Stock	02/27/2013		J ⁽³⁾		2,926,429	A	\$ 0.22	4,626,840	I	See Footnote 2 ⁽²⁾

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Preferred Stock	\$ 0.1	02/27/2013		C(1)	28,928	(4)	(4)	Common Stock	1,700,411
Series A-2 Preferred Stock	\$ 0.22	02/27/2013		C(3)	109,528	(4)	(4)	Common Stock	2,926,429

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHITAYAT JACK
1836 EL CAMINO DEL TEATRO
LA JOLLA, CA 92037

X

Signatures

/s/ Jack Chitayat 03/14/2013

**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) On February 27, 2013, the reporting person converted 28,928 shares of Series A-1 Preferred Stock in accordance with the terms described in the Amended and Restated Certificate of Designations, Preferences and Rights for Series A Preferred Stock of the issuer.

(2) Shares indirectly held in the name of Chitayat Holdings LLC. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of the reporting person's pecuniary interest in such securities.

(3) On February 27, 2013, the reporting person converted 109,528 shares of Series A-2 Preferred Stock in accordance with the terms described in the Amended and Restated Certificate of Designations, Preferences and Rights for Series A Preferred Stock of the issuer.

(4) Each share of Series A Preferred Stock is convertible into shares of Common Stock at the time and under the circumstances described in the Amended and Restated Certificate of Designations, Preferences and Rights for Series A preferred stock. The Series A 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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