

Edgar Filing: BIO KEY INTERNATIONAL INC - Form SC 13G/A

BIO KEY INTERNATIONAL INC  
Form SC 13G/A  
March 10, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Bio-Key International, Inc.

(Name of Issuer)

Common

(Title of Class of Securities)

09060C101

(CUSIP Number)

February 28, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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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CUSIP No. 09060C101

Schedule 13G/A

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1.Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Perkins Capital Managment, Inc.

41-1501962

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2.Check the Appropriate Box if a Member of a Group (See Instructions)

(a) / /

(b) / /

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3.SEC Use Only

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4.Citizenship or Place of Organization

A Minnesota Corporation

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Number of

5.Sole Voting Power

Shares Bene- 2,600,000

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6.Shared Voting Power

0

by Each

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7.Sole Dispositive Power

4,825,000

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Reporting

8.Shared Dispositive Power

Person With: 0

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9.Aggregate Amount Beneficially Owned by Each Reporting Person

4,825,000

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10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

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11.Percent of Class Represented by Amount in Row 9

3.5%

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12.Type of Reporting Person (See Instructions)

IA

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Item 1.

(a) Name of Issuer:

Bio-Key International, Inc.

(b) Address of Issuer's Principal Executive Offices

3349 Highway 138  
Building A, Suite E  
Wall, NJ 07719

Item 2.

(a) Name of Person Filing

Perkins Capital Management, Inc.

(b) Address of Principal Business Office or, if none, Residence

730 Lake St E  
Wayzata, MN 55391

(c) Citizenship

A Minnesota Corporation

(d) Title of Class of Securities

Common

(e) CUSIP Number

09060C101

Item 3. If this statement is filed pursuant to ss240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(s)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with s240.13d-1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with s240.13d-1(b)(1)(ii)(F);

(g)  A parent holding company or control person in accordance with s240.13d-1(b)(ii)(G);

(h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)  A church plan that is excluded from the definition of an investment company under section 3c(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)  Group, in accordance with s240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned:  
4,825,000 (includes 2,700,000 common equivalents and 2,125,000 warrants exercisable within 60 days)
- (b) Percent of Class:  
3.5%
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:  
2,600,000
  - (ii) Shared power to vote or to direct the vote:  
0
  - (iii) Sole power to dispose or to direct the disposition of:  
4,825,000 (includes 2,700,000 common equivalents and 2,125,000 warrants exercisable within 60 days)
  - (iv) Shared power to dispose or to direct the disposition of:  
0

Instruction: For computations regarding securities which represent a right to acquire an underlying security see s240.13d(1).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following /X/.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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.

March 10, 2015

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(Date)

/s/ Richard W. Perkins

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(Signature)

Richard W. Perkins  
President/Portfolio Manager

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(Name/Title)