

BIO KEY INTERNATIONAL INC
Form 8-K
January 22, 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 19, 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 07719
(Address of Principal Executive Offices)

(Zip Code)

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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))
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Item 8.01. Other Events.

Attached hereto as Exhibit 99.1 is the registrant's Offering Circular, dated January 19, 2007, setting forth the terms and conditions of the offer by BIO-key International, Inc. (the "Company") (OTCBB: BKYI) to acquire all of the outstanding common shares of Comnetix, Inc. ("Comnetix") (TSE:CXI).

Attached hereto as Exhibit 99.2 is the registrant's Press Release, issued January 19, 2007, relating to the offer by the Company to acquire all of the outstanding common shares of Comnetix.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit Number	Description
99.1	Offering Circular, dated January 19, 2007, setting forth the terms and conditions of the offer by BIO-key International, Inc. (the "Company") (OTCBB: BKYI) to acquire all of the outstanding common shares of Comnetix, Inc. ("Comnetix") (TSE:CXI).
99.2	Press Release, issued January 19, 2007, relating to the offer by the Company to acquire all of the outstanding common shares of Comnetix.

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 22, 2007