

BIO KEY INTERNATIONAL INC  
Form DEFA14A  
August 20, 2014

**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): August 20, 2014

**BIO-key  
International,  
Inc.**

(Exact name of  
registrant as  
specified in its  
charter)

**Delaware**

**1-13463**

**41-1741861**

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

**3349  
Highway  
138,  
Building  
A, Suite E**

**Wall,  
NJ 07719**

(Address  
of  
principal  
executive  
offices)

**(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 (*see*  
General Instruction  
A.2 below):

Written  
communications  
pursuant to Rule

425 under the  
Securities Act (17  
CFR 230.425)

Soliciting material  
pursuant to Rule  
14a-12 under the  
Exchange Act (17  
CFR 240.14a-12)

Pre-commencement  
communications  
pursuant to Rule  
14d-2(b) under the  
Exchange Act (17  
CFR 240.14d-2(b))

Pre-commencement  
communications  
pursuant to Rule  
13e-4(c) under  
Exchange Act (17  
CFR 240.13e-4(c))

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**Item 8.01. Other Events.**

On August 20, 2014, the Board of Directors of BIO-key International, Inc. issued a letter to the BIO-key shareholders. A copy of the letter is attached as Exhibit 99.

The information contained in this Current Report on Form 8-K and in the accompanying exhibit attached hereto shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to this Current Report. This information, including the exhibit hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Shareholder letter, dated August 20, 2014, issued by the Board of Directors of BIO-key International.

**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.

Date: August 20, 2014

By: /s/ Cecilia C. Welch  
Cecilia C. Welch  
Chief Financial Officer