

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))

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