BIO KEY INTERNATIONAL INC
Form 8-K
December 30, 2005

# 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): **December 28, 2005**

# 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 D, Suite B**
**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):

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 Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02.** **Departures of Directors or Principal Executive Officers; Election of Directors; Appointment of Principal Officers.**

(b)     On December 28, 2005, Richard E. Gaddy informed BIO-key International, Inc. (the   Company  ) that he has resigned, effective as of such date, from his position as a member of the Company   s Board of Directors due to medical reasons.

**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: December 29, 2005 | | |
| | By: | /s/ Thomas J. Colatosti |
| | | Thomas J. Colatosti |
| | | Chairman and Co-Chief Executive Officer |