



Edgar Filing: Keen Brandy Marie - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Preferred Stock Option Agreement <u>(2)</u>	\$ 0 <u>(2)</u>	12/18/2018	12/18/2018	M		0	<u>(2)</u>	<u>(2)</u>	<u>(2)</u>	Preferred Stock	35,189,669

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keen Brandy Marie 6914 PEACE STREET FREDERICK, CO 80530				Former 10% Owner
Keen Stephen Banks 6914 PEACE STREET FREDERICK, CO 80530				Former 10% Owner

## Signatures

/s/ Brandy M. Keen 12/20/2018  
 \*\*Signature of Reporting Person Date

/s/ Stephen B. Keen 12/20/2018  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The amount of common stock beneficially owned by the Reporting Persons under Table I, column 5 includes 1,000,000 shares of common stock issued to Brandy Keen on July 13, 2018 in settlement of 1,000,000 restricted stock units that vested on June 30, 2018. The grant of the restricted stock units was previously reported in a Form 4 filed on May 31, 2018.

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- (2) On December 18, 2018, the Issuer issued 35,190 shares of common stock to the Reporting Persons in connection with the Issuer's exercise of an option under a Preferred Stock Option Agreement dated May 29, 2018. The Issuer previously reported this Preferred Stock Option Agreement in Table II on a Form 4 filed on May 31, 2018. Pursuant to the exercise of this option and the closing of the transactions thereunder on December 18, 2018, the Issuer acquired all 35,189,669 shares of preferred stock owned by the Reporting Persons in exchange for 35,190 shares of common stock. The common stock issued upon exercise were restricted shares. The option expired on April 30, 2020. As consideration for Reporting Persons' grant of the option, the Issuer also paid them \$5,000. The sale of the preferred stock by the Reporting Persons and the issuance of common stock to the Reporting Persons upon exercise of the option by the Issuer, are transactions exempt from Section 16(b) of the Exchange Act.

### **Remarks:**

The Reporting Persons are longer subject to Section 16 based on their ownership of the Issuer's common stock being less than

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.