

BIO KEY INTERNATIONAL INC  
Form NT 10-Q  
November 13, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 12b-25  
NOTIFICATION OF LATE FILING  
(Check one):

Form 10-K    Form 20-F    Form 11-K  
 Form 10-Q    Form N-SAR    Form N-CSR

For Period Ended: September 30, 2012

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

BIO-key International, Inc.  
Full Name of Registrant

N/A  
Former Name if Applicable

3349 Highway 138, Building D, Suite B  
Address of Principal Executive Office (Street and Number)

Wall, NJ 07719  
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The registrant's Annual Report on Form 10-Q for the quarter ended September 30, 2012 could not be filed by the prescribed due date of November 14, 2012 because registrant had not yet completed the presentation and analysis of its financial statements in the Report. As a result, the review of registrant's 2012 financial statements is ongoing. Accordingly, the registrant is unable to file such report within the prescribed time period without unreasonable effort or expense. The registrant anticipates that the subject 10-Q will be filed on or before November 19, 2012.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

|               |             |                    |
|---------------|-------------|--------------------|
| Cecilia Welch | 978         | 362-1831           |
| (Name)        | (Area Code) | (Telephone Number) |

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Significant changes between 2012 and 2011 include the following: (1) A reduction in interest income as the note receivable generating the interest was repaid in 2011, (2) A reduction in interest expense as notes payable generating the interest expense were repaid in 2011, (3) 2011 includes discounts for the payments of the notes receivable and payable.

BIO-key International, Inc.  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 13, 2012

By: /s/ Cecilia Welch  
Cecilia Welch  
Title: Chief Financial Officer