



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

February 8, 2024

Michael DePasquale
Chief Executive Officer
Bio-Key International Inc.
101 Crawfords Corner Road, Suite 4116
Holmdel, NJ 07733

Re: Bio-Key International Inc.
Registration Statement on Form S-1
File No. 333-276773
Filed January 30, 2024

Dear Michael DePasquale:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Edwin Kim at 202-551-3297 with any questions.

Sincerely,

Division of Corporation Finance
Office of Technology

cc: Vincent Vietti, Esq.