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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

- ☐ Check box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).
- ☒ Form 3 Holdings Reported
- ☒ Form 4 Transactions Reported

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Arrowhead Holdings Corporation (Last) (First) (Middle)	B.H.I.T. Inc - VHTI.OB	
	4. Statement for Month/Year	5. If Amendment, Date of Original (Month/Year)
6950 South Edgerton Road (Street)	12/02	
Brecksville, OH 44141 (City) (State) (Zip)	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div><input type="checkbox"/> Director<input checked="" type="checkbox"/> 10% Owner</div> <div><input type="checkbox"/> Officer (give title below)</div> <div><input type="checkbox"/> Other (specify below)</div>	7. Individual or Joint/Group Reporting (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div><input type="checkbox"/> Form filed by More than One Reporting Person</div>

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
				(A) or Amount (D)	Price		
Common Stock, \$.01 par value per share					6,111,563	D	

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

[illegible]

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)																	
6.	Date Exercisable and Expiration Date (Month/Day/Year)		7.	Title and Amount of Underlying Securities (Instr. 3 and 4)		8.	Price of Derivative Security (Instr. 5)		9.	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)		10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)		11.	Nature of Indirect Beneficial Ownership (Instr. 4)	
	Date Exercisable	Expiration Date		Title	Amount or Number of Shares												

Explanation of Responses:

s/ John V. Curci, VP, Treasurer & CFO
of Arrowhead Holdings Corporation

**Signature of Reporting Person

1-27-03

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff (a).

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