



DIVISION OF  
CORPORATION FINANCE

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

October 19, 2023

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**  
**Filed October 16, 2023**  
**File No. 333-275003**

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 Austin Pattan at 202-551-6756 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: Vincent Vietti