

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>STOLLER STUART</u> (Last) (First) (Middle) <u>C/O IPSIDY INC.</u> <u>670 LONG BEACH BLVD.</u> (Street) <u>LONG BEACH NY 11561</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ipsidy Inc. [AUDI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.0001 par value	03/21/2022		A		155 ⁽¹⁾	A	\$3.22	82,239	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Senior Secured Convertible Note	\$3.7	03/21/2022		A		\$50,000		03/21/2022	03/21/2025	Common Stock, \$0.0001 par value per share	13,514	\$50,000	13,514	D	
Stock Options ⁽³⁾	\$7.2							05/05/2021	05/05/2031	Common Stock, \$0.0001 par value per share	100,000		100,000	D	
Stock Options ⁽²⁾	\$2.775							10/07/2020	10/07/2030	Common Stock, \$0.0001 par value per share	83,333		83,333	D	
Stock Options	\$3							01/31/2017	01/31/2027	Common Stock, \$0.0001 par value per share	166,667		166,667	D	

Explanation of Responses:

- Upon acquiring the Senior Secured Convertible Note, the reporting person was issued an origination fee in shares of common stock equal to 1.0% of the original principal amount of the reporting person's Senior Secured Convertible Notes with the value of each such share being the arithmetic average of the volume weighted average price of the Common Stock for each of the ten trading days immediately preceding the effective date.
- The Stock Options vest with respect to one-third of the shares of common stock on each of October 7, 2021, 2022 and 2023 subject to Mr. Stoller's continued employment.
- Shares of common stock underlying the stock options vest one third on each anniversary of grant subject to continued service to Ipsidy Inc. and subject to a prior Change of Control.

/s/ Stuart Stoller 03/23/2022
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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