

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Broenniman Philip R</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.0001 par value	03/21/2022		A		311 ⁽⁴⁾	A	\$3.22	173,058	D	
Common Stock, \$.0001 par value	03/21/2022		A		3,106 ⁽⁴⁾	A	\$3.22	343,938	I	See footnote ⁽¹⁾

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					
Senior Secured Convertible Note	\$3.7	03/21/2022		A		270,270		03/21/2022	03/21/2025	Common Stock, \$0.0001 par value per share	270,270	270,270	I	See Footnotes ⁽¹⁾
Senior Secured Convertible Note	\$3.7	03/21/2022		A		27,027		03/21/2022	03/21/2025	Common Stock, \$0.0001 par value per share	\$100,000	27,027	D	
Stock Options ⁽²⁾	\$15.16							12/29/2021	12/29/2031	Common Stock, \$0.0001 par value per share		10,238	D	
Stock Options ⁽³⁾	\$7.2							05/05/2021	05/05/2031	Common Stock, \$0.0001 par value per share		388,744	D	
Warrants	\$4.5							06/30/2020	06/30/2022	Common Stock, \$0.0001 par value per share		30,972	I	See Footnotes ⁽¹⁾
Stock Options	\$2.1							05/22/2020	05/22/2025	Common Stock, \$0.0001 par value per share		555,556	D	
Warrants	\$4.95							08/15/2018	08/15/2023	Common Stock, \$0.0001 par value per share		11,667	D	
Warrants	\$2.64							06/24/2019	06/23/2024	Common Stock, \$0.0001 par value per share		8,750	D	

Explanation of Responses:

- Mr. Broenniman is the Managing Partner of Varana Capital, LLC ("Varana Capital"), which, in turn, is the investment manager of and has dispositive control over the shares held by Varana Capital Focused, LP ("VCFLP"). By virtue of these relationships, in addition to the shares he holds personally, Mr. Broenniman may be deemed to beneficially own the shares held by Varana Capital Focused, LP.
- The shares vest monthly in equal amounts over a one-year period.
- 383,334 of the shares vest upon meeting performance criteria.
- 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.

/s/ Philip R. Broenniman

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.