

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 16, 2019



Ipsidy Inc.
(Exact name of registrant as specified in its charter)

6Delaware
(State or Other Jurisdiction
of Incorporation)

000-54545
(Commission File Number)

46-2069547
(IRS Employer
Identification Number)

670 Long Beach Boulevard, Long Beach, New York 11561
(Address of principal executive offices) (zip code)

516-274-8700
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act: Not applicable.

Title of each class	Trading Symbol	Name of each exchange on which registered
Not applicable.		

Item 7.01 Regulation FD Disclosure.

Ipsidy Inc. (the “Company”) plans to present and/or distribute to the investment community and utilize at various industry and other conferences the presentation slides attached hereto as Exhibit 99.1.

The furnishing of the attached presentation is not an admission as to the materiality of any information therein. The information contained in the slides is summary information that is intended to be considered in the context of more complete information included in the Company’s filings with the U.S. Securities and Exchange Commission (the “SEC”) and other public announcements that the Company has made and may make from time to time by press release or otherwise. The Company undertakes no duty or obligation to update or revise the information contained in this report, although it may do so from time to time as its management believes is appropriate. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosures. For important information about forward looking statements, see the slide titled “Forward Looking Statements” in Exhibit 99.1 attached hereto.

The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 7.01 and in the presentation attached as Exhibit 99.1 to this Current Report shall not be incorporated by reference into any filing with the SEC made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	Ipsidy Inc. Slide Presentation – October 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 16, 2019

Ipsidy Inc.

By: /s/ Stuart Stoller

Name: Stuart Stoller

Title: Chief Financial Officer

In a digital world, our mission is to help our customers know with biometric certainty the identity of the people with whom they are engaging.

Ipsidy IdaaS platform provides mobile biometric solutions to everyday problems:

Who is:

- *Applying online for a loan?*
- *Accessing my mobile banking application?*
- *Making an online or in-person purchase?*
- *Providing service in my home?*
- *Applying for a job?*
- *Visiting my lobby....Crossing my perimeter?*

October 2019



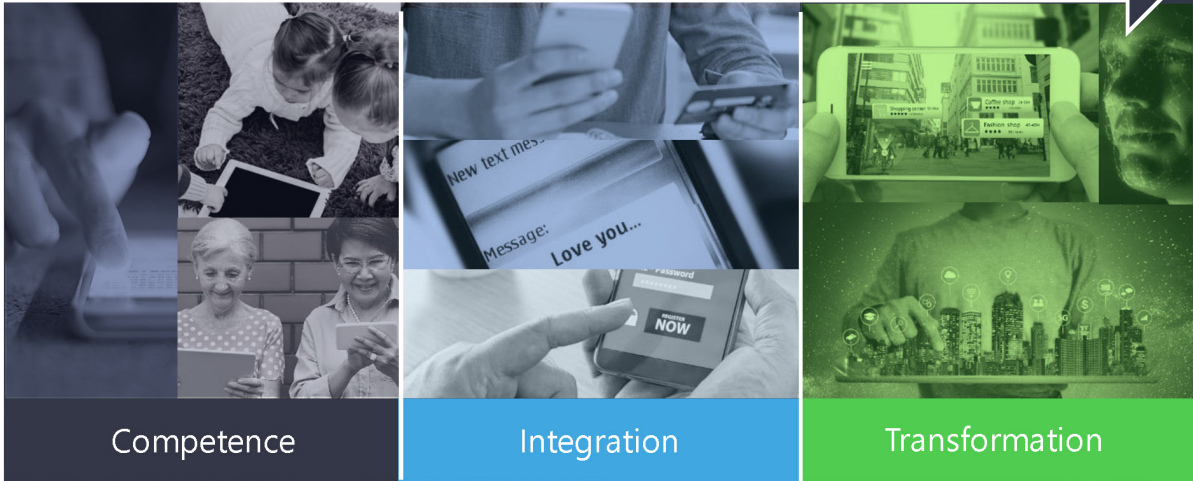
Disclaimer & Forward Looking Statements

This Confidential Presentation (the "Presentation") has been prepared on the basis of Information furnished by the management of Ipsidy, Inc. ("Ipsidy" or the "Company") and has not been independently verified by any third party. Therefore, while the Company is not aware of any inaccuracies, no warranty or representation is made by the Company or its employees and representatives as to the completeness or accuracy of the information contained herein. The Company and its employees and representatives expressly disclaim any liability for damages, direct or consequential, arising out of or related to this Presentation or omissions therefrom, or any other information provided in writing, orally or otherwise regarding this potential transaction. Any party considering a transaction with the Company, agrees to look solely to its own due diligence and any representations, warranties and/or covenants set forth in a fully executed, definitive written agreement with the Company, relative to the transaction.

Information contained in the Presentation may include "forward-looking statements." All statements other than statements of historical facts included herein, including, without limitation, those regarding the financial position, business strategy, plans and objectives of management for future operations of both Ipsidy and its business partners, future sales, product and service launches with customers and new initiatives and customer pipeline are forward-looking statements. Such forward-looking statements are based on a number of assumptions regarding Ipsidy's present and future business strategies, and the environment in which Ipsidy expects to operate in the future, which assumptions may or may not be fulfilled in practice. Actual results may vary materially from the results anticipated by these forward-looking statements as a result of a variety of risk factors, including the risk that implementation, adoption and offering of the service by customers, users and others may take longer than anticipated, or may not occur at all; changes in laws, regulations and practices; changes in domestic and international economic and political conditions and others. See the Company's Annual Report on Form 10-K for the year ended December 31, 2018 filed at www.sec.gov for other risk factors which investors should consider. These forward-looking statements speak only as to the date of this Presentation and cannot be relied upon as a guide to future performance. Ipsidy expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this Presentation to reflect any changes in its expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

This Presentation is not an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which such offer or solicitation would be unlawful and may not be distributed in such jurisdictions.

These times.
They are a changing.

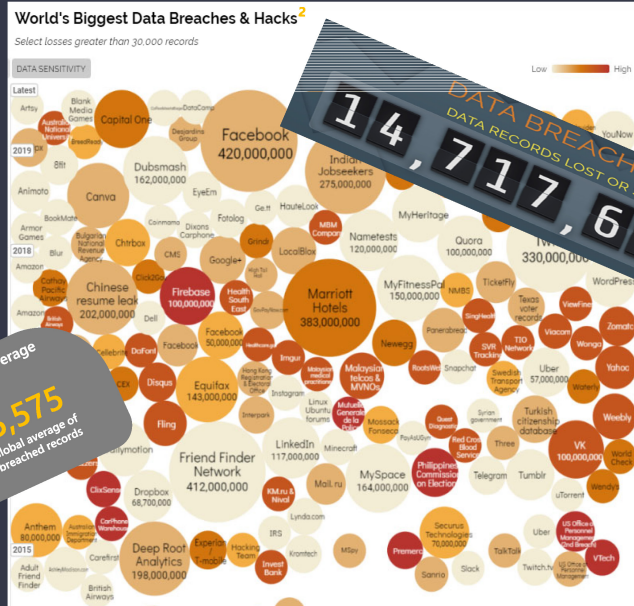


Competence

Integration

Transformation

But...Your Data Has Likely Already Been Stolen Or Has Been Given Away



The Middle East had the highest average number of breached records
38,800
 Middle East average of breached records

25,575
 Global average of breached records

¹BMSecurity " Cost of a Data Breach 2019
²www.informationisbeautiful.net/visualizations/worlds-biggest-data-breaches-hacks/
³<https://breachlevelindex.com/>

The Need To Transform Identity Is Everywhere

Headlines...your data is out there

Hackers are selling Yahoo data
 December 16, 2016

Bloomberg Markets: Hurricane Equifax Is a Category 5 Breach
 September 11, 2017

Hacks of OPM databases compromised 22.1 million people, federal authorities say
 July 9, 2015

Millions of Anthem Customers Targeted in Cyberattack
 FEB. 5, 2015

Uber Hid 2016 Breach, Paying Hackers to Delete Stolen Data
 Nov. 21, 2017

Card Data Stolen From 5 Million Saks and Lord & Taylor Customers
 April 1, 2018

Under Armour data breach affects 150 million MyFitnessPal users
 October 1, 2018

Mobile Adoption demands solutions



Regulations...require MFA...Privacy

NEW YORK STATE DEPARTMENT OF FINANCIAL SERVICES
 CALIFORNIA CONSUMER PRIVACY ACT
 Dubai International Financial Centre

GDPR
 European Commission
 Payment Services Directive, PSD2

NIST National Institute of Standards and Technology U.S. Department of Commerce
 PCI Security Standards Council

PERU Ministerio de Justicia y Derechos Humanos
 Industria y Comercio SUPERINTENDENCIA

Omni-Channel...needs unified identity



Identity Builds Trust in our Globally Connected World

The image consists of three vertical panels, each with a colored header and a photograph of people using mobile devices. The first panel has a blue header with the text 'Build Your Identity Network With Ipsidy's IDaaS Platform.' and the website 'WWW.IPSIDY.COM'. The photograph shows three people sitting on a bench, looking at a tablet together. The second panel has a light blue header with the Ipsidy logo and the text 'Identity Creates Trusted Transactions'. The photograph shows two people sitting on a bench, each holding a smartphone. The third panel has a green header with the text 'Mobilize Identity. Secure Perimeters. Approve Everyday Events.' and the ticker 'OTCQX:IDTY'. The photograph shows three people sitting on a bench, each holding a smartphone. In the background of all panels, there are faint, large letters and words like 'ID', 'ACCOUNT', 'Acc', 'Conver', 'Engag', 'T', 'SA', 'ACCOUN', 'Accuracy', 'CUSTOMER EXPERIENCES', 'TRUST', 'securi', 'CUSTOI', 'EXPERIE', 'ROCE', 'SIMPLIC', 'T', 'securi', 'CUSTOI', 'EXPERIE', 'ROCE', 'SIMPLIC'.

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Ipsidy...Positioned For Growth



- ***IDaaS Platform offers competitive differentiation***

- Reduces fraud and solves everyday problems by verifying identity across the life-cycle of transaction events, not in discrete, separate silos
- Flexible assurance levels and ease of use help deliver omni-channel identity verification
- Scalable mobile, biometric solutions work great on their own...even better together



- ***Large addressable identity market ≈\$170 Bn¹ by 2023***

- Digital transformation across sectors driving adoption of next-generation identity solutions
- “Good” Digital ID can unlock economic growth²



- ***Business at inflection point***

- Robust pipeline indicates market demand.
- SaaS enrollment/transaction fees translates to recurring high-margin revenue



- ***Experienced leadership***

- Expertise in biometrics
- Developing & operating global platforms with localized services
- Managing small-cap companies

- ***OTCQX: IDTY. Plan to apply to National Exchange***

¹ OWI Research – Combined IDaaS and access management by 2023

² McKinsey Global Institute – *Digital Identification* – April 2019

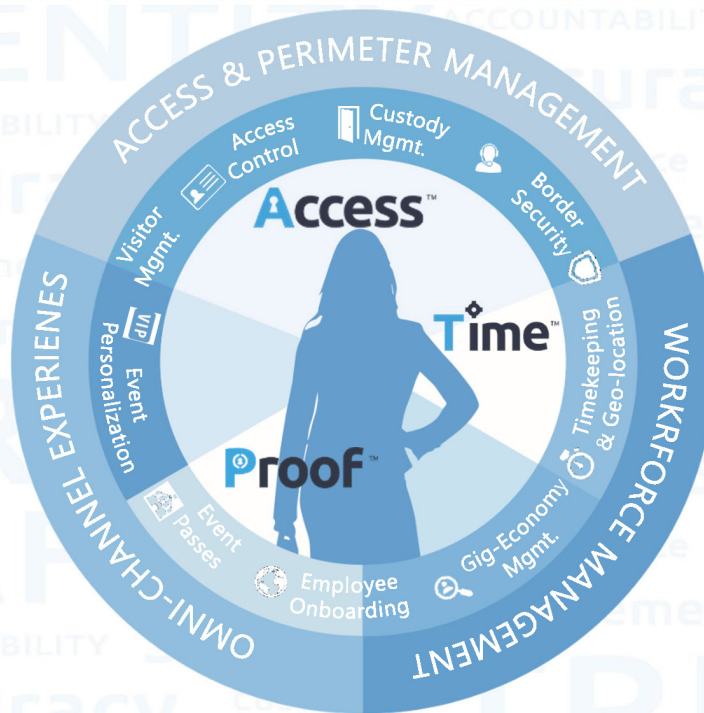
Ipsidy...Delivering Biometric Certainty Across the Identity Lifecycle



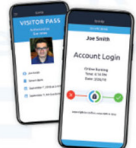
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Ipsidy...Bridging Biometric Certainty Across the Digital & Physical Worlds



Ipsidy's IDaaS Platform Solves Everyday Problems with Biometric Certainty

<p>Proof[™]</p> <p>Remote Identity Proofing Using Government-issued Credentials</p>	<p>Verified[™]</p> <p>Seamless Multi-Factor Authentication for Any Transaction</p>	<p>Access[™]</p> <p>Location and Visitor Management</p>	<p>Time[™]</p> <p>Biometric Time & Attendance with Geolocation</p>
<p>Identity Portal[™]</p> <p>Full-Service Biometric Web Portal</p>	<p>Search[™]</p> <p>Fingerprint Enrollment and Identification</p>	<p>Transact[™]</p> <p>Payment and Customer Loyalty Ecosystem</p>	

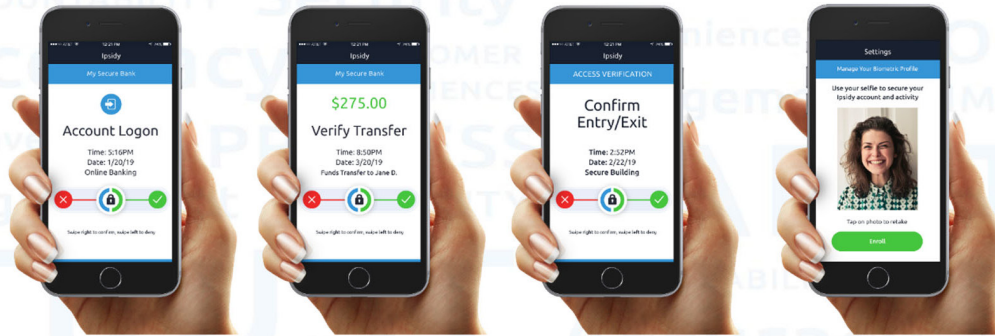


PLATFORM

- IDaaS platform, global, scalable, secure.
- Mobile biometric authentication for a variety of transactions – both digital & physical use-cases
- Web portals for identity management – no integration
- REST API's and Mobile App SDKs, for easy integration & custom transactions.

Single Identity Platform

Seamless, Omni-Channel Identity Solutions



..... Enhance Customer Experience

[IpsidyYouTubeSolutionVideos](#)

Mobile biometric identity solutions that work great on their own...and even better together.

Implement based on needs over time.

Common user enrollment.

Easy integrations.

Lower costs. Reduce risk.

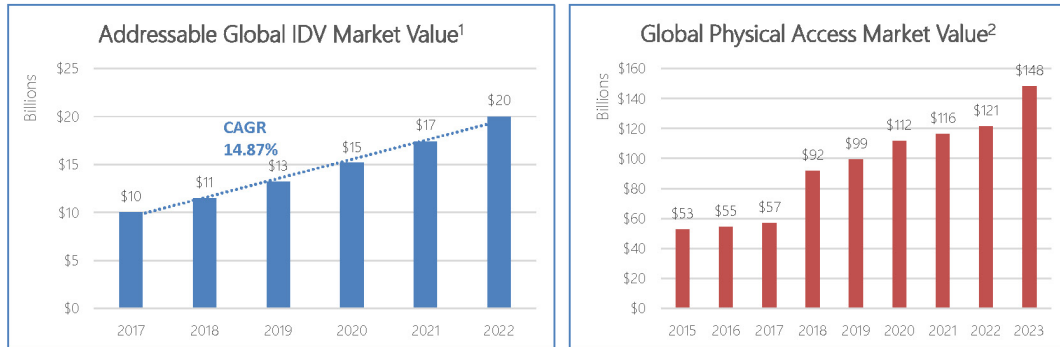
Increase trust and ROI.

Keep on Growing.

the beauty of a single platform.

Market Opportunity: Global, Scalable IDaaS Platform

- *Identity as a service and access management growing rapidly, with a combined market of ~\$170Bn by 2023.*

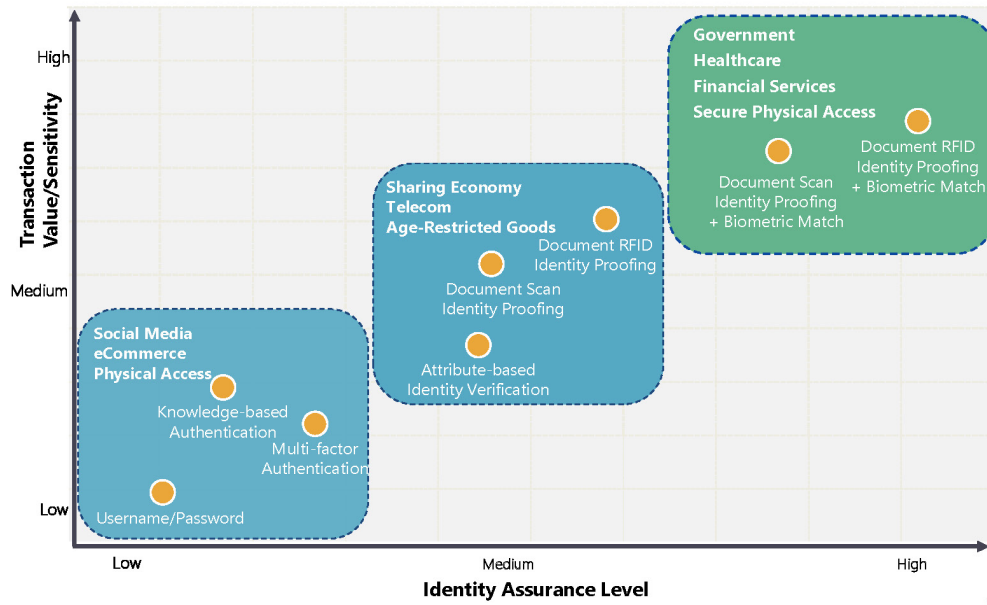


Identity Market Themes

- “On-demand” economy continues to increase consumer expectations for frictionless experiences.
- Tightening data privacy regulations (GDPR, CCPA) heighten regulatory scrutiny of digital identity.
- Global adoption of open banking accelerating transition to electronic payments.
- Increasing sensitivity to brand fallout from account breaches and fraud schemes.
- Demand for enhanced physical security projected to accelerate from 2018-2023.

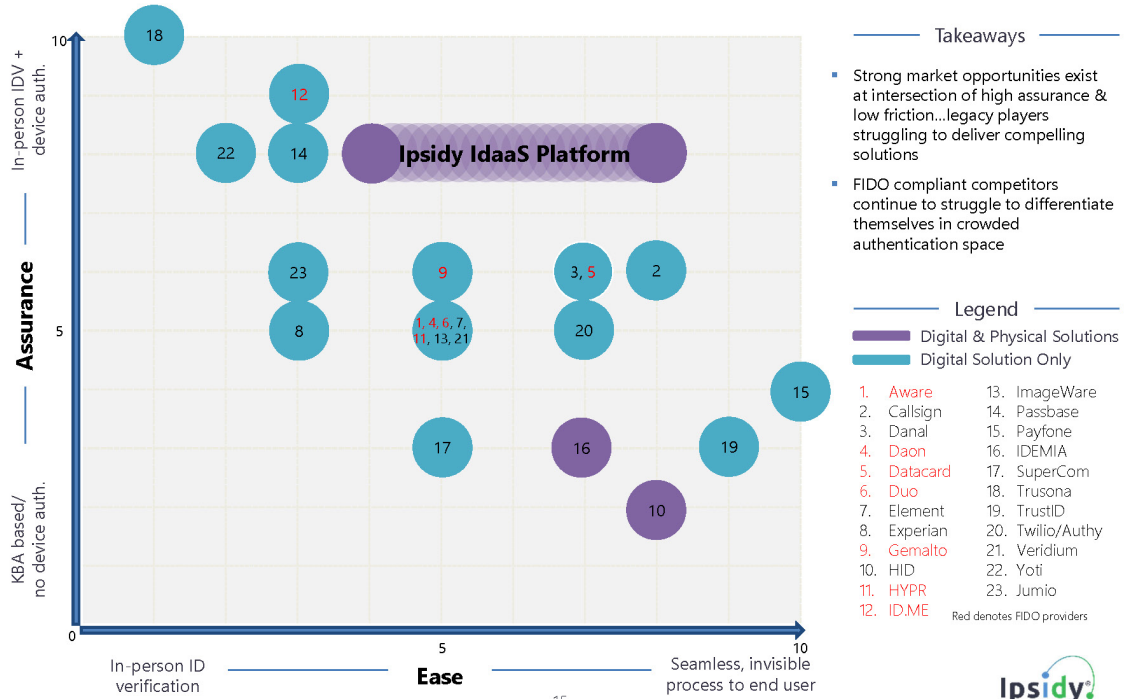
Targeting High Assurance, High Value Transactions...

- Flexibility of our IDaaS platform allows Ipsidy to service multiple markets



Ipsidy Platform's Competitive Differentiation

- High levels of identity assurance, combined with adaptable friction levels distinguish Ipsidy from competitors.



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Inflection Point - Sales Pipeline

Solution	Opportunity*	Region	Use-Case	Revenue Model
Proof™ Verified™	Financial Banking Platforms	LATAM	Replace Passwords Facial Biometric Online & Mobile App Account Logon Secure High-Value Transactions & Account Changes Facial Biometric Identity Authentication	Monthly User Enrollment
	Mobile Telecommunications	EMEA	Know Your Customer; Account Opening - Remote Identity Proofing & Verification - Remote Identity Proofing With National ID registry confirmation	On-Premise Location; Prepaid Transaction License
	Financial Services			Monthly User Enrollment Transaction Fees
	National Credit Bureau	LATAM		
	FinTech			
Identity Portal	FinTech/Lending/Payments	US LATAM EMEA	Know Your Customer - Call Center Customer Service Secure Customer Identification & High-Value Transactions	Monthly User Enrollment Transaction Fees
Access™	Security Technology	LATAM US	Access Management - Digital Visitor Management - Employees, Members Access Credentials	Monthly User Enrollment
	Commercial Buildings			
	Leisure & Entertainment		Omni-Channel Experiences - Personalization - VIP Access Management	
	GPS Tracking Solutions Provider		Custody Management - GPS & Biometric Enabled Smartlocks - Secure Child Pickup	
Faith-Based Institutions				
Time™	Security & Technology	LATAM US	Workforce Management - Biometric & Geo-location Time & Attendance; - Automated Timekeeping & Payroll Integration	Monthly User Enrollment
Search	Government	US	Workforce Management - Real-time biometric fingerprint identification	Annual License
		EMEA	One Person: One Vote - Real-time biometric fingerprint identification	Project License & Implementation Fees
MultiPay	Financial Services	LATAM	Extend Banking Services to Local Outlets - Payment Gateway for Correspondent Banking/Remote Merchants	Monthly License

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* Includes contracted arrangements and deals under discussion. - 16 -

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National Exchange Uplisting, Near- Term



- Commence application to National Exchange
- Call Annual Meeting to effect reverse stock split and adopt new charter
- Perform due-diligence process with Exchange
- Hold Annual Meeting
- Effect stock split after meeting in conjunction with uplisting
- Planned Uplisting to National Exchange

Summary



- *IDaaS solutions offer Competitive Differentiation*



- *Large Addressable Identity Market ~\$170 Bn by 2023*



- *Business at Inflection Point*



- *Experienced Leadership Team*



- *OTCQX: IDTY. Plan to apply to national exchange*

Company Information

History, Leadership, & Financial Information

October 15, 2019

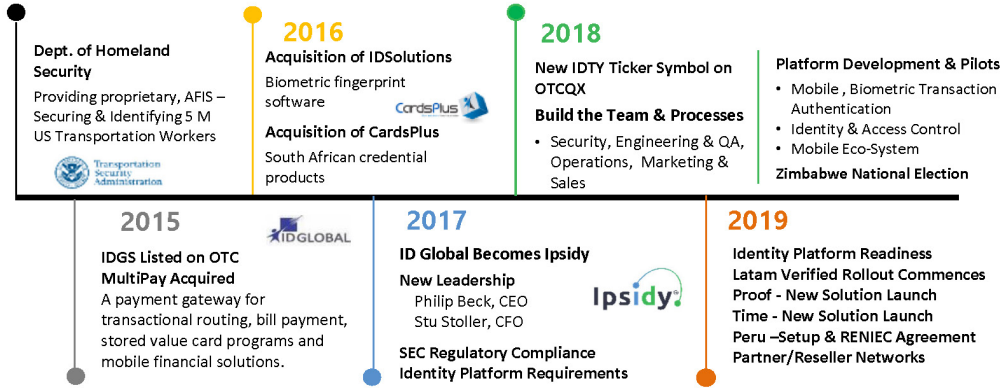
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Company History

Current management joined in 2017, transforming core technologies to an IDaaS (Identity as a Service) platform offering remote identity verification and authentication for digital and physical transactions.



Key Clients

United States	LATAM	Africa



Proven Leadership

	<p>Philip Beck - Chairman of the Board, Chief Executive Officer & President. Experienced leader in fintech, international business, and payments & law. Previously served as Founder, Chairman and CEO, Planet Payment Inc. (Nasdaq: PLPM). Co-founded Beck & Arad, Parity Labs LLC. and BridgeWorks LLC.</p>		<p>Christopher White – SVP Engineering. Experienced software engineering with expertise in in Payments, Security, and POS Systems. Prior positions include Vice President, Ingenico Group, Director, NCR, Director, Verifone, Director, LifeLock, Director, Hypercom.</p>
	<p>Stuart Stoller - Chief Financial Officer. Strategy and finance executive with additional experience in accounting, capital markets, systems and operations. Previously worked as CFO at Test America Laboratories, Associated Food Store, and Sleep Innovations, Inc. SVP, The New York Times Company and SVP, CAO, and Corporate Controller Macy's, Inc.</p>		<p>Henry Tan – Global Head, Projects & Operations. Experienced executive in International payments, technology and information security. Chief Operating Officer, Asia Pacific Planet Payment. Various C-level Asia Regional Head positions at Visa International, Citibank, EDS and American Express.</p>
	<p>Thomas Szoke - Chief Technology Officer. Engineering, global sales and operations management professional. President, CEO of ID Global Solutions Inc., COO, Innovation In Motion Inc., and Inventor of IIM Global Corps HDR Intelligent Accessory product lines. 23 years, Motorola, Inc.</p>		<p>Jonathan Ellis - Managing Director EMEA Sales Senior executive in international business development. Previous: Managing Director EMEA Planet Payment. Extensive experience in European restaurant and hospitality industry, Managing Director Prezzo Restaurant Group.</p>
	<p>Grace de Fries - Chief of Staff. Experienced executive in international business development, marketing, and product management of international payments and telecommunications. Previously VP, Planet Payment Inc., Director, Global Crossing, Inc., and Director, AT&T. BA Harvard University; MBA, Georgetown University.</p>		<p>Maxim Umarov - Director of Innovation. Expert in Biometrics and Security. CTO ID Global, Inc. VP, Engineering, US & Russia high-tech companies. MS Science & Engineering. Cisco & Microsoft IT Security certifications, INFOSEC CNSS 4011 & 4013 certification granted by Committee for National Systems Security & US National Security Agency.</p>
	<p>Graham Arad - General Counsel. International corporate and commercial lawyer admitted to practice in New York, England & BVI. International business advisor and counsel to diverse businesses and investors, focusing on technology, cyber-security and start-ups. Previously founded and served as General Counsel, Director of Planet Payment, Inc.</p>		<p>Trevor James - Managing Director, Cards Plus SA. 30 years information technology sales, business development and executive management; Computer Sciences Corporation; Group Managing Director, founding shareholder Square One Group. Bachelor of Commerce, University of South Africa.</p>

Historical Financial Performance

New management has grown top line and positioned the company for profitable growth.

Selected Financial Data Year Ended December 31,	2015A	2016A	2017A	2018A
Total revenues, net	\$ 735,364	\$ 1,929,938	\$ 2,303,606	\$ 3,828,993
Cost of goods	-	492,237	589,254	1,256,853
Gross Profit	735,364	1,437,701	1,714,352	2,572,140
General & administrative	9,003,143	14,243,363	13,026,188	11,193,351
Research & Development	480,789	340,317	222,068	208,311
Depreciation & Amortization	147,052	421,494	475,211	493,697
Total Operating Expenses (SG & A)	9,630,984	15,005,174	13,723,467	11,895,359
Operating Loss	(8,895,620)	(13,567,473)	(12,009,115)	(9,323,219)
Gain (loss) on derivative liability	(26,647,021)	7,345,000	(452,146)	-
Other gain/(loss)	-	-	(3,654,506)	83,649
Interest expense, net	(1,136,528)	(3,625,984)	(1,337,081)	(757,801)
Income before tax (EBT)	(36,679,169)	(9,848,457)	(17,452,848)	(9,997,371)
Income Tax	-	2,946	28,781	30,242
Net loss	\$ (36,679,169)	\$ (9,851,403)	\$ (17,481,629)	\$ (10,027,613)
Adjusted EBITDA (Non-GAAP)	\$ (2,156,454)	\$ (4,271,705)	\$ (5,670,970)	\$ (6,005,043)
Balance Sheet Extract as of December 31,				
Cash	\$ 349,873	\$ 689,105	\$ 4,413,822	\$ 4,972,331
Total Assets	3,470,377	12,547,986	17,029,244	18,143,748
Total Debt - Gross	3,234,764	6,065,914	3,142,929	2,115,508
Stockholders' Equity (Deficit)	(24,080,308)	(13,252,243)	12,940,899	14,591,096

Notes:

1. Derivative liability is related to down round or antidilutive provisions associated with convertible debt and warrants
2. Other loss in 2017 is related to the conversion of debt for equity.

Capitalization as of June 30, 2019

Common Shares Outstanding			
	<u>Number of Shares</u>	<u>Percentage of Common Stock</u>	
Public Shareholders and Other	449,362,580	87%	
Officers and Directors ¹	68,762,874	13%	
Total	518,125,454		
Options and Warrants			
	<u>Number of Shares</u>	<u>Weighted Avg. Exercise Price</u>	<u>Term / Remaining Life</u>
Stock Options	106,600,006	\$0.20	7.10
Warrants	47,453,227	\$0.09	1.60
Total Fully-Diluted Shares Outstanding	672,178,687		
<i>Est. Proceeds from Option/Warrant Exercise</i>	<i>\$25,590,792</i>		

¹Excludes Unexercised Stock Options

Appendix

Competition Benchmarking
Methodology

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Competitive Differentiation - Peer Benchmarking Approach

Ipsidy's competitors offering biometric authentication and identity verification platforms, as well as out of band (OOB) services interplay factors such as ease of use, ID assurance and physical v digital uses. The below outlines the assumptions and approach.

Peer Selection Criteria

1. Start with Ipsidy's self identified competitors (based on discussions and SEC filings)
2. Layer in OWI's identity industry knowledge, leveraging 2018 identity industry landscape for companies
3. Exclude companies without a standalone consumer solution for smartphones
4. For companies with similar product offerings, select companies based on leading market recognition and best practices

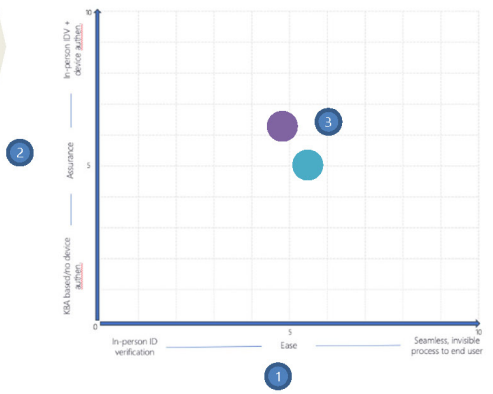
Assumptions

1. Companies selected have core product offerings in the OOB and/or biometric authentication market
2. Companies in the same marketplace with vertically integrated cybersecurity companies are not considered competitors (e.g. RSA, Symantec)
3. Market recognition is based on presence in the market and competitive advantage
4. FIDO compliant solutions are considered to be technology analogous

Approach

Peer benchmark competitors are assessed by level of security of product (assurance), frictionless customer experience (ease) and data and ranked/plotted on a scale:

1. Ease: degree of friction or steps needed to authenticate; plotted on a scale from 1-10, the higher the number, the higher the ease and less steps/interaction needed
2. Assurance: Level of certainty the process provides; plotted on a scale from 1-10, the higher the number, the greater the certainty
3. Uses : Whether a competitor's solution offers authentication for physical access applications in addition to digital use cases.



Assurance and Ease Score Details

	Score	Description	Example
Ease	10	100% invisible to end-user	User is unaware authentication is being performed
	8	Authentication via biometric API	Biometric authentication via 3 rd party API (e.g. Apple Touch ID)
	5	Self-provided biometric enrollment	User completes biometric enrollment on own device
	3	Remote ID verification	Remote comparison of identity document photograph/scan to user photograph
	1	In-person ID verification	Face-to-face comparison of identity credentials by authorized agent
Assurance	10	In-person IDV + device enrollment	User's identity is verified with in-person review of physical identity document. Smartphone capture of biometric template also performed in-person, confirming that biometric template was captured from the same individual whose identity was verified.
	8	Self-enrolled biometric with remote IDV	User's identity is verified remotely with comparison of "selfie" to photo of physical identity document. Smartphone capture of biometric template performed remotely.
	5	Self-enrolled biometric	Smartphone capture of biometric template performed remotely. User identity verification is implied: "I trust this is Cameron because valid login credentials for Cameron's bank account were presented."
	3	Self-provided PIN	Smartphone capture of PIN or password performed remotely. User identity verification is implied: "I trust this is Cameron because valid login credentials for Cameron's bank account were presented."
	1	Knowledge-based authentication	User identity is "verified" using questions (e.g. what is your mother's maiden name?)