

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>STERN THEODORE</u><br><br>(Last) (First) (Middle)<br><u>220 N. BELLEFIELD AVE., UNIT 1101</u><br><br>(Street)<br><u>PITTSBURGH PA 15213</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Ipsidy Inc. [ IDTY ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)                      |
|                                                                                                                                                                                                                        | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/30/2018</u>      |                                                                                                                                                                                                                |
|                                                                                                                                                                                                                        | 4. If Amendment, Date of Original Filed (Month/Day/Year)                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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, \$0.0001 par value per share |                                      |                                                    |                                |   |                                                                   |            |        | 6,506,667                                                                                     | D                                                        |                                                       |
| Common Stock, \$0.0001 par value per share | 04/30/2018                           |                                                    | A                              |   | 1,500,000                                                         | A          | \$0.28 | 1,500,000                                                                                     | I                                                        | See Footnote <sup>(2)</sup>                           |

**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 |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
| Common Stock Purchase Warrant              | \$0.1                                                  |                                      |                                                    |                                |   |                                                                                        |     | 04/19/2016                                               | 04/19/2021      | Common Stock, \$0.0001 par value per share                                        |                                            | 1,000,000                                                                                          | D                                                         |                                                        |
| Interest Shares                            | \$0.2                                                  |                                      |                                                    |                                |   |                                                                                        |     | 01/31/2017                                               | (1)             | Common Stock, \$0.0001 par value per share                                        |                                            | 1,875,000                                                                                          | I                                                         | See Footnote <sup>(1)</sup>                            |

**Explanation of Responses:**

- 1,875,000 shares of common stock that may be issued upon the conversion of interest accrued at \$0.20 per share as of December 31, 2017 under that certain Unsecured Promissory Note in the principal amount of \$3,000,000 (the "Note") issued to the Theodore Stern Revocable Trust (the "Trust").
- On April 30, 2018, in consideration of extending the maturity date of the Note held by the Trust to April 30, 2020 and other consideration, the Company issued the Trust 1,500,000 shares of common stock.

/s/ Theodore Stern 05/02/2018

\*\* 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.