

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) C/O IPSIDY INC. 670 LONG BEACH BLVD. (Street) LONG BEACH, NY 11561 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ipsidy Inc. [IDTY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President/COO
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2020	
	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								5,182,412 ⁽¹⁾	D	
Common Stock, \$.0001 par value								4,723,017	I	See footnote ⁽²⁾

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
Stock Options ⁽³⁾	\$0.07	05/22/2020		A		16,666,666		05/22/2020	05/22/2025	Common Stock, \$0.0001 par value per share	16,666,666	\$0.07	16,666,666	D	
Warrants	\$0.165							08/15/2018	08/15/2023	Common Stock, \$0.0001 par value per share	350,000		350,000	D	
Warrants	\$0.088							06/24/2019	06/23/2024	Common Stock, \$0.0001 par value per share	262,500		262,500	D	

Explanation of Responses:

- Includes the right to acquire 1,500,000 shares of common stock at par value subject to the certain vesting criteria granted to Mr. Broenniman on March 6, 2020 pursuant to a Restricted Stock Purchase Agreement.
- 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. 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.
- On May 22, 2020, the Company granted Mr. Broenniman a Non-Statutory Option to acquire 16,666,666 shares of common stock at an exercise price of \$0.07 per share with 3,333,333 shares vesting upon the grant of Non-Statutory Option, 5,333,333 shares vesting upon achieving certain performance conditions and 8,000,000 shares vesting upon achieving certain additional performance conditions.

/s/ Philip R. Broenniman 05/27/2020
 ** 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.

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