

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>STERN THEODORE</u>  (Last) (First) (Middle) <u>220 N. BELLEFIELD AVE., UNIT 1101</u>  (Street) <u>PITTSBURGH PA 15213</u>  (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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2018</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 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	12/04/2018		G		2,200,000	D	\$0.1	4,885,445	D <sup>(1)</sup>	
Common Stock, \$0.0001 par value per share	12/03/2018		A		578,778	A	\$0.0001	7,085,445	D <sup>(2)</sup>	
Common Stock, \$0.0001 par value per share								8,166,667	I	See Footnote <sup>(3)</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	(4)	Common Stock, \$0.0001 par value per share		1,733,335	I	See Footnote <sup>(4)</sup>

**Explanation of Responses:**

- On December 4, 2018, Theodore Stern gifted 2,200,000 shares of common stock to the Jewish Federation of Greater Pittsburgh.
- On December 3, 2018, Mr. Stern and Ipsidy Inc. entered into a Restricted Stock Agreement pursuant to which Mr. Stern acquired 578,778 shares of common stock in connection with his service as a director.
- Shares of common stock are held by the Theodore Stern Revocable Trust (the "Trust").
- 1,733,335 shares of common stock that may be issued upon the conversion of interest accrued at \$0.20 per share as of August 9, 2018 under that certain Unsecured Promissory Note in the principal amount as of the date hereof \$2,000,000 issued to the Trust.

/s/ Theodore Stern 12/06/2018  
 \*\* 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.