

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* Broenniman Philip R
2. Issuer Name and Ticker or Trading Symbol Ipsidy Inc. [IDTY]
3. Date of Earliest Transaction (Month/Day/Year) 05/05/2021
4. If Amendment, Date of Original Filed (Month/Day/Year)
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
6. Individual or Joint/Group Filing (Check Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table with 8 columns: 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 11 columns: 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)

Explanation of Responses:

- 1. 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.
2. 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").
3. 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.
4. On May 5, 2021, the Company granted Mr. Broenniman a Non-Statutory Option to acquire 17,662,313 shares of common stock at an exercise price of \$0.24 per share with 162,313 shares vesting upon grant of Non-Statutory Option and 17,500,000 shares of common stock underlying the stock options vesting subject to various performance conditions.

/s/ Philip R. Broenniman 05/07/2021
** 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.