

IMAGEWARE SYSTEMS INC

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 12/01/20

Address	13500 EVENING CREEK DR. N. SUITE 550 SAN DIEGO, CA, 92128
Telephone	8586738600
CIK	0000941685
Symbol	IWSY
SIC Code	7372 - Services-Prepackaged Software
Industry	Software
Sector	Technology
Fiscal Year	12/31

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

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0000941685

Previous Name(s) None

IMAGEWARE SOFTWARE INC

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other

Name of Issuer

IMAGEWARE SYSTEMS INC

Jurisdiction of

Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

IMAGEWARE SYSTEMS INC

Street Address 1

13500 Evening Creek Drive N.

Street Address 2

Suite 550

City

San Diego

State/Province/Country

CALIFORNIA

ZIP/Postal Code

92128

Phone No. of Issuer

858-673-8600

3. Related Persons

Last Name **Taylor** First Name **Kristin** Middle Name
Street Address 1 **13500 Evening Creek Drive N.** Street Address 2 **Suite 550**
City **San Diego** State/Province/Country **CALIFORNIA** ZIP/Postal Code **92128**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Morris** First Name **Jonathan** Middle Name
Street Address 1 **13500 Evening Creek Drive N.** Street Address 2 **Suite 550**
City **San Diego** State/Province/Country **CALIFORNIA** ZIP/Postal Code **92128**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Smeal** First Name **Benjamin** Middle Name
Street Address 1 **13500 Evening Creek Drive N.** Street Address 2 **Suite 550**
City **San Diego** State/Province/Country **CALIFORNIA** ZIP/Postal Code **92128**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Demitrius** First Name **James** Middle Name **M.**
Street Address 1 **13500 Evening Creek Drive N.** Street Address 2 **Suite 550**
City **San Diego** State/Province/Country **CALIFORNIA** ZIP/Postal Code **92128**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Morgan	Douglas	
Street Address 1	Street Address 2	
13500 Evening Creek Drive N.	Suite 550	
City	State/Province/Country	ZIP/Postal Code
San Diego	CALIFORNIA	92128
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
 - Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceutical
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input checked="" type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506(b) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Rule 506(c) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Securities Act Section 4(a)(5) |
| | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- New Notice Date of First Sale **2020-11-12** First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 1000 USD

12. Sales Compensation

Recipient **Paul Penney** Recipient CRD Number None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Street Address 1

10601 N. Montrose Way

Street Address 2

City

Scottsdale

State/Province/Country

ARIZONA

ZIP/Postal Code

85254

State(s) of Solicitation All States Foreign/Non-US

CALIFORNIA
CONNECTICUT
FLORIDA
KANSAS
MASSACHUSETTS
MINNESOTA
NEW YORK
NORTH CAROLINA
TEXAS
WASHINGTON

13. Offering and Sales Amounts

Total Offering Amount \$ 15000000 USD Indefinite

Total Amount Sold \$ 11560000 USD

Total Remaining to be Sold \$ 3440000 USD Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, 0
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 25

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 438875 USD Estimate

Finders' Fees \$ 75000 USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
IMAGEWARE SYSTEMS INC	/s/ Jonathan Morris	Jonathan Morris	Chief Financial Officer	2020-11-30