

Edgar Filing: Intellicheck Mobilisa, Inc. - Form SC 13D/A

Intellicheck Mobilisa, Inc.
Form SC 13D/A
March 12, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 7) *

Intellicheck Mobilisa, Inc.

(Name of Issuer)

Common Stock par value \$0.001

(Title of Class of Securities)

45817G 102

(CUSIP Number)

Nelson Ludlow
c/o RRM Law PC
555 NE 82nd Street
Seattle, WA 98115
(206) 200-7926

Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 29, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ??240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ?

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons.

Nelson Ludlow

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Number of Shares
Beneficially
Owned by
Each Reporting
Person With:

7. Sole Voting Power 523,966

8. Shared Voting Power 862,035 (all 862,035 of which are shares owned
by Dr. Ludlow's spouse)

9. Sole Dispositive Power 523,966

10. Shared Dispositive Power 862,035 (all 862,035 of which are shares
owned by Dr. Ludlow's spouse)

11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,386,001 (includes 862,035 owned by Dr. Ludlow's spouse)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11) 28.2%

14. Type of Reporting Person IN

Explanatory Note

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This Amendment No. 7 to Schedule 13D (the "Amendment") relates to shares of Common Stock, par value \$0.001 per share ("Common Stock"), of Intellicheck Mobilisa, Inc., a Delaware corporation, with its principal office located at 191 Otto Street, Port Townsend, WA 98368, and is being filed on behalf of Dr. Nelson Ludlow to amend and supplement the Items set forth below of Dr. Ludlow's Schedule 13D, as amended, that was previously filed with the Securities and Exchange Commission on March 25, 2008 (the "Schedule 13D").

ITEM 4. PURPOSE OF TRANSACTION

On December 29, 2014, the reporting person entered into a pre-arranged stock trading plan with Merrill Lynch pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "10b5-1 Plan"). The description of the 10b5-1 Plan set forth in Item 6 below is incorporated herein by reference in its entirety.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) See items 11 and 13 on the cover pages to this Schedule 13D for the aggregate numbers of shares and percentage of Common Stock beneficially owned by Mr. Ludlow.

(b) See Items 7 through 10 on the cover pages to this Schedule 13D for the aggregate numbers of shares of Common Stock beneficially owned by Mr. Ludlow as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, and sole or shared power to dispose or to direct the disposition.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Pursuant to the 10b5-1 Plan, Merrill Lynch may sell up to * shares of the Common Stock owned by the reporting person, with a floor price of \$*. There is a volume limit for the sale of * shares per month. The 10b5-1 Plan is scheduled to commence on April 1, 2015, and terminate on the earlier to occur of June 30, 2016, when the execution of all trades under the 10b5-1 Plan have been executed, the date Merrill Lynch receives notice of the liquidation, dissolution, bankruptcy, insolvency or death of the reporting person, or Merrill Lynch receives notice of the reporting person's termination of the 10b5-1 Plan.

* The confidential portions have been omitted pursuant to a request for confidential treatment and filed separately with the Commission.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

A copy of the 10b5-1 Plan is filed as an exhibit to this Amendment.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 11, 2015
Date

/s/ Nelson Ludlow
Signature

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Nelson Ludlow
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.