

BeesFree, Inc.

Form 3

February 21, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â Elliott Steven F.
(Last) (First) (Middle)2101 VISTA
PARKWAY,Â SUITE 122

(Street)

WEST PALM
BEACH,Â FLÂ 33411

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/12/20143. Issuer Name **and** Ticker or Trading Symbol
BeesFree, Inc. [BEES]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
President & CEO6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Option (right to purchase)	Â (1)	Â (1)	Common Stock	750,000	\$ 0.5	D	Â
Option (right to purchase)	Â (2)	Â (2)	Common Stock	562,500	\$ 0.5	D	Â
Option (right to purchase)	Â (3)	Â (3)	Common Stock	1,687,500	\$ 0.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elliott Steven F. 2101 VISTA PARKWAY SUITE 122 WEST PALM BEACH, FL 33411	Â	Â	Â President & CEO	Â

Signatures

/S/ STEVEN F. ELLIOTT 02/21/2014

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) These options vest upon the closing of an investment into the Company of not less than \$3 million and expire four (4) years from the date of vesting.
- (2) These options vest on February 12, 2015 and expire four years from the date of vesting.
- (3) These options vest in equal monthly installments of 46,875 shares beginning 13 months from the date of grant. These options expire four (4) years from the date of vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.