

Iveda Solutions, Inc.
 Form 4
 December 11, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Kuo Alex

(Last) (First) (Middle)
 1201 SOUTH ALMA SCHOOL ROAD,, SUITE 8500
 (Street)

MESA, AZ 85210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Iveda Solutions, Inc. [IVDA]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/09/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Strategy Officer

6. 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 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|-----------------------------------|------------------------------|------------------|-----------------|---|--------|------------------|-----------------|--------------|
| | | | | (A) | (D) | | | |
| 9.5% Senior Convertible Debenture | \$ 1.5 | 12/09/2014 | H | | 25,333 | 05/30/2014 | 05/30/2017 | Common Stock |
| Series A Preferred Stock | \$ 1 | 12/09/2014 | P | 38,000 | | 12/09/2014 | <u>(1)(2)</u> | Common Stock |
| Warrant to purchase Common Stock | \$ 1 | 12/09/2014 | P | 2,303 | | 12/09/2014 | 12/09/2019 | Common Stock |
| Warrant to purchase Common Stock | \$ 1.65 | 05/30/2014 | H | | 3,455 | 05/30/2014 | 05/30/2019 | Common Stock |
| Warrant to purchase Common Stock | \$ 1 | 12/09/2014 | P | 3,455 | | 12/09/2014 | 05/30/2019 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kuo Alex 1201 SOUTH ALMA SCHOOL ROAD, SUITE 8500 MESA, AZ 85210 | X | | Chief Strategy Officer | |

Signatures

/s/ Gary J. Kocher, by Power of Attorney
12/11/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) On May 30, 2014, Vannogate Consulting Ltd. purchased a 9.5% Senior Convertible Debenture (the "Debenture") in the principal amount of \$38,000. The Debenture was originally due and payable three years after the date of issuance and the principal and unpaid interest thereunder was convertible into shares of Common Stock of the issuer ("Common Stock") at the election of the holder any time prior to the maturity date at a conversion price equal to \$1.50 per share, subject to adjustment upon the occurrence of certain events as provided in

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the Debenture. (continue with footnote 2)

- The terms of the Debenture were subsequently amended effective on December 1, 2014 (the "Debenture Amendment"), and as a result of such amendment, on December 9, 2014, the outstanding principal amount of \$38,000 was converted into shares of Series A Preferred stock of the issuer ("Series A Preferred") at a conversion price equal to \$1.00 per share. The Series A Preferred receive an automatically accruing dividend at a rate of 9.5% per annum and are convertible into shares of Common Stock at the election of the holder at any time, or automatically on June 30, 2017, at a conversion ratio of one share of Common Stock for one share of Series A Preferred, subject to adjustment upon the occurrence of certain events as provided in the Articles of Incorporation of the Company.
- (2)
- (3) The securities are held by Vannogate Consulting Ltd. The reporting person together with members of his immediate family own 100% of Vannogate Consulting Ltd.
- In connection with the Debenture Amendment, Vannogate Consulting Ltd. received a warrant to purchase 2,303 shares of Common
- (4) Stock. The warrant has a term of five years from date of issuance and the exercise price is subject to adjustment upon the occurrence of certain events as provided in the warrant.
- In connection with the Debenture Amendment, the exercise price of an outstanding warrant to purchase 3,455 shares of Common Stock
- (5) held by Vannogate Consulting Ltd. was reduced from \$1.65 to \$1.00 per share. The warrant has a term of five years from date of issuance and the exercise price is subject to adjustment upon the occurrence of certain events as provided in the warrant.

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.