

CHITAYAT JACK
Form 3
September 07, 2010

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CHITAYAT JACK | | (Month/Day/Year) | LIQUIDMETAL TECHNOLOGIES INC [LQMT] | |
| (Last) | (First) | (Middle) | 05/01/2009 | |
| 1836 EL CAMINO DEL TEATRO | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| LA JOLLA, Â CA Â 92037 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock | 2,452,497 | D | Â |
| Common Stock | 91,792 | I | By trustee for minor child |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Warrants (right to buy) <u>(1)</u> | 12/28/2007 | 12/28/2012 | Common Stock | 100,000 | \$ 0.5 | D | Â |
| Series A-2 Preferred Stock <u>(2)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 1,320,636 | \$ 0.22 | I | Held by Atlantic Realty Group, Inc. |
| Warrants (right to buy) <u>(2)</u> | 05/01/2009 | 01/03/2012 | Common Stock | 660,309 | \$ 0.5 | I | Held by Atlantic Realty Group, Inc. |
| Series A-2 Preferred Stock <u>(2)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 3,294,539 | \$ 0.22 | I | Held by Carlyle Liquid, LLC <u>(3)</u> |
| Warrants (right to buy) <u>(2)</u> | 05/01/2009 | 01/03/2012 | Common Stock | 1,647,267 | \$ 0.5 | I | Held by Carlyle Liquid, LLC <u>(3)</u> |
| Series A-1 Preferred Stock <u>(2)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 1,467,500 | \$ 0.1 | I | Held by Carlyle Liquid Holdings, LLC <u>(4)</u> |
| Series A-2 Preferred Stock <u>(2)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 1,185,664 | \$ 0.22 | I | Held by Carlyle Liquid Holdings, LLC <u>(4)</u> |
| Warrants (right to buy) <u>(2)</u> | 05/01/2009 | 01/03/2012 | Common Stock | 1,326,581 | \$ 0.5 | I | Held by Carlyle Liquid Holdings, LLC <u>(4)</u> |
| Options (to purchase stock) <u>(7)</u> | Â <u>(6)</u> | 06/30/2019 | Common Stock | 750,000 | \$ 0.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHITAYAT JACK 1836 EL CAMINO DEL TEATRO LA JOLLA, CA 92037 | Â | Â X | Â | Â |

Signatures

/s/ Jack Chitayat 09/07/2010

**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) Acquired as placement agent commission in connection with a note financing transaction by registrant that closed on December 28, 2007.
- (2) Acquired in connection with a note financing transaction by registrant that closed on May 1, 2009.
- (3) Although the reporting person possesses shared voting and investment power over all shares owned by Carlyle Liquid, LLC, his actual pecuniary interest (through his percentage ownership in such entities) is limited to the number of shares set forth in this form.
- (4) Although the reporting person possesses shared voting and investment power over all shares owned by Carlyle Liquid Holdings, LLC, his actual pecuniary interest (through his percentage ownership in such entities) is limited to the number of shares set forth in this form.
- (5) Each share of Series A Preferred Stock is convertible into shares of common stock at the time and under the circumstances described in the Certificate of Designations, Preferences and Rights for Series A Preferred Stock. The Series A Preferred Stock has no expiration date.
- (6) Options granted vest ratably on a monthly basis starting on August 1, 2009 for a period of 12 months.
- (7) Options granted in consideration of consulting services provided to the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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