SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] CHITAYAT JACK			2. Date of Ex Requiring St (Month/Day/	atement Year)	3. Issuer Name and Ticker or Trading Symbol <u>LIQUIDMETAL TECHNOLOGIES INC</u> [LQMT]					
(Last) (First) (Middle) 1836 EL CAMINO DEL TEATRO		_ 09/22/2010		4. Relationship of Reporting F (Check all applicable) Director Officer (give title	X 10% Owner Other (spec	(Mon 09/0	5. If Amendment, Date of Original Filed (Month/Day/Year) 09/07/2010			
(Street) LA JOLLA CA 92037				below)	below)	Appli	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One			
(City)	(State)	(Zip)						Reporting Person		
			Table I - N	Ion-Deriva	ative Securities Benefic	ially Owned				
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (I) (Instr. 5)		(D) (Instr.	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stoc	ck				2,452,497	D				
Common Stock					91,792	D				
					ve Securities Beneficia ants, options, converti)			
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	5. Ownership Form:	6. Nature of Indirect Beneficial Ownershi (Instr. 5)		
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Warrant (right to buy) ⁽²⁾			12/28/2007	12/28/2012	Common Stock	104,167(6)	0.48(12)	D		
Warrant (right to buy) ⁽¹⁾		05/01/2009	01/03/2012	Common Stock	673,785 ⁽⁷⁾	0.49 ⁽¹³⁾	I	Held by Atlantic Realty Group, Inc.		
Warrant (right to buy) ⁽¹⁾		05/01/2009	01/03/2012	Common Stock	1,680,885 ⁽⁸⁾	0.49(13)	I	Held by Carlyle Liquid, LLC ⁽³⁾		
Series A-1 Preferred Stock ⁽¹⁾					1			Held by Carlyle		
Series A-1 Pre	eferred Stock	1)	(5)	(5)	Common Stock	1,446,450 ⁽⁹⁾	0.1	I	Liquid Holdings, LLC ⁽⁴⁾	
			(5)	(5)	Common Stock Common Stock	1,446,450 ⁽⁹⁾ 1,168,657 ⁽¹⁰⁾	0.1	I	Liquid Holdings,	
Series A-1 Pre Series A-2 Pre Warrant (right	eferred Stock ⁴							I I I	Liquid Holdings, LLC ⁽⁴⁾ Held by Carlyle Liquid Holdings,	
Series A-2 Pre	eferred Stock ⁽ : to buy) ⁽¹⁾	1)	(5)	(5)	Common Stock	1,168,657 ⁽¹⁰⁾	0.22	I	Liquid Holdings, LLC ⁽⁴⁾ Held by Carlyle Liquid Holdings, LLC ⁽⁴⁾ Held by Carlyle Liquid Holdings,	
Series A-2 Pre Warrant (right	eferred Stock ⁽ to buy) ⁽¹⁾	1)	(5)	(5)	Common Stock Common Stock	1,168,657 ⁽¹⁰⁾ 1,334,238 ⁽¹¹⁾	0.22 0.49 ⁽¹³⁾	I	Liquid Holdings, LLC ⁽⁴⁾ Held by Carlyle Liquid Holdings, LLC ⁽⁴⁾ Held by Carlyle Liquid Holdings, LLC ⁽⁴⁾ Held by Atlantic	

1. Acquired in connection with a note financing transaction by registrant that closed on May 1, 2009.

2. Acquired as placement agent commission in connection with a note financing transaction by registrant that closed December 28, 2007.

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. Original Form 3 filed on 9/7/10 included a miscalculation in Table 3, "Amount or Number of Shares," which should reflect Reporting Person owning 104,167 of securities underlying the derivative securities, as correctly reported in this filing.

7. Original Form 3 filed on 9/7/10 included a miscalculation in Table 3, "Amount or Number of Shares," which should reflect Reporting Person owning 673,785 of securities underlying the derivative securities, as correctly reported in this filing.

8. Original Form 3 filed on 9/7/10 included a miscalculation in Table 3, "Amount or Number of Shares," which should reflect Reporting Person owning 1,680,885 of securities underlying the derivative securities, as correctly reported in this filing.

9. Original Form 3 filed on 9/7/10 included a miscalculation in Table 3, "Amount or Number of Shares," which should reflect Reporting Person owning 1,446,450 of securities underlying the derivative

securities, as correctly reported in this filing.

10. Original Form 3 filed on 9/7/10 included a miscalculation in Table 3, "Amount or Number of Shares," which should reflect Reporting Person owning 1,168,1657 of securities underlying the derivative securities, as correctly reported in this filing.

11. Original Form 3 filed on 9/7/10 included a miscalculation in Table 3, "Amount or Number of Shares," which should reflect Reporting Person owning 1,334,238 of securities underlying the derivative securities, as correctly reported in this filing.

- 12. Prior Form 3 filed on 9/7/10, was mistakenly filed using incorrect price. The correct price is \$0.48
- 13. Prior Form 3 filed on 9/7/10, was mistakenly filed using incorrect price. The correct price is 0.49
- 14. Options granted in consideration of consulting services provided to the Company.
- 15. Options granted vest ratable on a mothly basis starting on August 1, 2009 for a period of 12 months.

<u>/s/ Jack Chitayat</u>

** Signature of Reporting Person

09/28/2010 Date

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

* 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).

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

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 Number.