

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 -*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Berman Tom J.		PEN INC. [PENC]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
701 BRICKELL AVENUE, SUITE 1550		1/31/2019			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
MIAMI, FL 33131				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	1/31/2019		P		47120	A	\$0.40	47120	I	See footnote (1)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant	\$1.50	1/31/2019		P		47120		1/31/2019	(2)	Class A common stock	47120	\$0.03	47120	I	See note (1)
Options	\$1.00	1/31/2019		P		29615		1/31/2019	6/30/2019	Class A common stock	29615	\$0.03	29615	I	See note (1)
Warrant Options	\$0.03	1/31/2019		P		29615		1/31/2019	(3)	Class A common stock	29615	\$0.03	29615	I	See note (1)

Explanation of Responses:

- Shares acquired indirectly and derivative securities acquired indirectly were purchased indirectly through the purchase of an interest in an investing entity that acquired the issuer's securities in a private placement. Reporting person shares voting control over the securities held by the investing entity but reporting person disclaims beneficial ownership of the securities held by the entity for which he does not have pecuniary interest and this filing should not be construed as an admission that the reporting person is the beneficial owner of these securities.
- Some warrants will expire on the earlier of October 16, 2022 or the date that the Class A common stock has been trading at or above 120% of the exercise price for a period of 90 days, the rest will expire on the earlier of 1/31/2023 or the date that the Class A common stock has been trading at or above 120% of the exercise price for a period of 90 days.
- Warrant Option can only be purchased after exercise of Option and only for that number of shares purchased as a result of option exercise. If exercised, warrant issued on exercise of Warrant Option will have warrant exercise price of \$2.00 per share and will expire on the earlier of October 16, 2022 or date that the Class A common stock has been trading at or above 120% of the exercise price for a period of 90 days.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berman Tom J. 701 BRICKELL AVENUE, SUITE 1550 MIAMI, FL 33131	X		President	

Signatures

/s/ Tom. Berman

2/4/2019

—Signature of Reporting Person

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 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).

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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