

BAZI INTERNATIONAL, INC.
Form 5
March 01, 2012

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DIGIANDOMENICO ANTHONY

2. Issuer Name and Ticker or Trading Symbol
BAZI INTERNATIONAL, INC.
[BAZI.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

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

1730 BLAKE STREET, SUITE 305

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DENVER, CO 80202

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/10/2011	Â	A	38,832	A	\$ 0.14 <u>(1)</u>	105,632	D	Â
Common Stock	11/14/2011	Â	A	62,500	A	\$ 0.04 <u>(1)</u>	168,132	D	Â

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Common Stock Option	\$ 0.18	03/18/2010	Â	A	13,888	Â	03/18/2010	03/17/2015	Common Stock	13,888
Common Stock Option	\$ 0.18	03/18/2010	Â	A4	138,888	Â	09/18/2010	03/17/2015	Common Stock	138,888
Common Stock Option	\$ 2.19	Â	Â	Â	Â	Â	05/21/2007	05/20/2012	Common Stock	80,000
Common Stock Option	\$ 1	Â	Â	Â	Â	Â	08/19/2009	08/18/2013	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DIGIANDOMENICO ANTHONY
1730 BLAKE STREET
SUITE 305
DENVER, CO 80202

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Signatures

/s/ Anthony
DiGiandomenico 03/01/2012

**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).

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- (1) Shares were issued in lieu of cash compensation otherwise due and payable to the members of the Board of Directors, and is based on \$2,500 divided by the fair market value of the Company's Common Stock on the date of grant.

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