

Accelerize Inc.
Form SC 13G
February 05, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2

Accelerize Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

00435A102

(CUSIP Number)

January 25, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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NAMES OF REPORTING PERSONS

1.

Beedie Investments Limited
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2.

(a) ..
(b) ..

3.

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

British Columbia, Canada
SOLE VOTING POWER

5.

NUMBER OF 0
SHARES SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY 4,500,000
SOLE DISPOSITIVE POWER

EACH 7.

REPORTING 0
PERSON WITH SHARED DISPOSITIVE POWER

8.

See Row 6 above.
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

10. See Row 6 above.
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

6.9%

TYPE OF REPORTING PERSON (See
Instructions)

12.

IV

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NAMES OF REPORTING PERSONS

1.

Beedie OYII Holdings Limited
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..
(b) ..

3.

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

British Columbia, Canada
SOLE VOTING POWER

5.

NUMBER OF
SHARES 0
SHARED VOTING POWER

BENEFICIALLY^{6.}

OWNED BY 4,500,000
SOLE DISPOSITIVE POWER

EACH

7.

REPORTING
PERSON WITH 0
SHARED DISPOSITIVE POWER

8.

See Row 6 above.
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

See Row 6 above.

10.

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

6.9%

TYPE OF REPORTING PERSON (See
Instructions)

12.

HC

CUSIP No. 00435A102 SCHEDULE 13G Page 4 of 12

NAMES OF REPORTING PERSONS

1.

Beedie Holdings Limited
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..
(b) ..

3.

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

British Columbia, Canada
SOLE VOTING POWER

5.

NUMBER OF 0
SHARES SHARED VOTING POWER

BENEFICIALLY^{6.}

OWNED BY 4,500,000
SOLE DISPOSITIVE POWER

EACH

7.

REPORTING 0
PERSON WITH SHARED DISPOSITIVE POWER

8.

See Row 6 above.
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

See Row 6 above.

10.

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

6.9%

TYPE OF REPORTING PERSON (See
Instructions)

12.

HC

CUSIP No. 00435A102 SCHEDULE 13G Page 5 of 12

NAMES OF REPORTING PERSONS

1.

Ryan Beedie Family Trust III
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..
(b) ..

3.

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

British Columbia, Canada
SOLE VOTING POWER

5.

NUMBER OF
SHARES 0
SHARED VOTING POWER

BENEFICIALLY^{6.}

OWNED BY 4,500,000
SOLE DISPOSITIVE POWER

EACH

7.

REPORTING
PERSON WITH 0
SHARED DISPOSITIVE POWER

8.

See Row 6 above.
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

See Row 6 above.

10.

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

6.9%

TYPE OF REPORTING PERSON (See
Instructions)

12.

HC

CUSIP No. 00435A102 SCHEDULE 13G Page 6 of 12

NAMES OF REPORTING PERSONS

1.

4358 Investments Limited
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..
(b) ..

3.

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

British Columbia, Canada
SOLE VOTING POWER

5.

NUMBER OF
SHARES 0
SHARED VOTING POWER

BENEFICIALLY^{6.}

OWNED BY 4,500,000
SOLE DISPOSITIVE POWER

EACH

7.

REPORTING
PERSON WITH 0
SHARED DISPOSITIVE POWER

8.

See Row 6 above.
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

See Row 6 above.

10.

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

6.9%

TYPE OF REPORTING PERSON (See
Instructions)

12.

HC

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NAMES OF REPORTING PERSONS

1.

Ryan Beedie
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2.

(a) ..
(b) ..

3.

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

British Columbia, Canada
SOLE VOTING POWER

5.

NUMBER OF
SHARES 0
SHARED VOTING POWER

BENEFICIALLY^{6.}

OWNED BY 4,500,000
SOLE DISPOSITIVE POWER

EACH 7.

REPORTING
PERSON WITH 0
SHARED DISPOSITIVE POWER

8.

See Row 6 above.
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

See Row 6 above.

10.

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11.

6.9%

TYPE OF REPORTING PERSON (See
Instructions)

12.

IN

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Item 1(a).

Name of Issuer:

Accelerize Inc., a Delaware corporation (the “**Issuer**”).

Item 1(b).

Address of Issuer's Principal Executive Offices:

20411 SW Birch Street, Suite 250, Newport Beach, California 92660.

Item 2(a).

Name of Person Filing:

This Schedule 13G is being jointly filed by:

- (1) Beedie Investments Limited, a British Columbia, Canada corporation (“**BIL**”), which is the direct beneficial owner of the warrants to purchase Common Stock of the Issuer as described more fully in Item 4 (the “**Warrants**”);
- (2) Beedie OYII Holdings Limited, a British Columbia, Canada corporation (“**OYII**”), which 100% owns and controls **BIL**;
- (3) Beedie Holdings Limited, a British Columbia, Canada corporation (“**BHL**”), which 100% owns and controls **OYII**;
- (4) Ryan Beedie Family Trust III, a Canadian Resident Trust (“**Trust**”), which 100% owns and controls **BHL**;
- (5) 4358 Investments Limited, a British Columbia, Canada corporation (“**4358**”), which is the Trustee and has sole control of the Trust; and
- (6) Ryan Beedie, an individual Canadian citizen, who 100% owns and controls 4358 (collectively, with **BIL**, **OYII**, **BHL**, **Trust** and 4358, the “**Reporting Persons**”) with respect to the Warrants.

Item 4 is incorporated by reference.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 1730-1111 West Georgia Street, Vancouver, BC V6E 4M3.

Item 2(c). Citizenship:

Item 2(a) is incorporated by reference.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.001 per share.

Item 2(e). CUSIP Number:

00435A102.

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Item 3. If This Statement is Filed Pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) " Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined, in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (15 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with § 240.13d-113d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution.

Item 4. Ownership:

Item 2(a) is incorporated by reference.

(a) Each of the Reporting Persons may be deemed to beneficially own 4,500,000 shares of Common Stock.

- (b) The number of shares each Reporting Person may be deemed to beneficially own constitutes approximately 6.9% of the Common Stock outstanding, based on 65,523,042 shares of Common Stock outstanding as of November 14, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q for the

period ended September 30, 2017.

(c) Number of shares as to which each Reporting Person has:

(i) Sole power to vote or to direct the vote: 0.

(ii) Shared power to vote or to direct the vote: 4,500,000.

(iii) Sole power to dispose or to direct the disposition of: 0.

(iv) Shared power to dispose or to direct the disposition of: 4,500,000.

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The Reporting Persons, through BIL's direct beneficial ownership, beneficially own the Warrant, which currently represents the right to purchase within sixty days 4,500,000 shares of Common Stock from the Issuer. On January 25, 2018, the Issuer entered into a non-revolving term credit agreement (the "**Credit Agreement**") with BIL to borrow up to a maximum of \$7,000,000. In connection with the Credit Agreement, the Issuer issued to BIL the Warrant to purchase up to 4,500,000 shares of the Common Stock at an exercise price of \$0.35 per share subject to certain adjustments for dividends, splits or reclassifications, and a weighted average adjustment for certain issuances of Common Stock below the exercise price prior to January 26, 2019. Up to 2,500,000 additional shares of Common Stock under the Warrant will be exercisable on a pro rata basis to additional amounts borrowed if and when advanced under the Credit Agreement. The Warrant is exercisable for cash until January 25, 2024. The Warrant will be exercisable on a cashless basis at its expiration if notice of expiration is not timely provided by the Issuer to BIL. The funding for the Credit Agreement came from the working capital of BIL.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following " ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

See Item 2 above.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 2nd day of February, 2018

BEEDIE
INVESTMENTS
LIMITED

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

BEEDIE OYII
HOLDINGS
LIMITED

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

BEEDIE
HOLDINGS
LIMITED

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

RYAN BEEDIE
FAMILY TRUST III

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

4358
INVESTMENTS
LIMITED*

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

/s/ Ryan Beedie
RYAN BEEDIE, an
individual*

This reporting person disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

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JOINT FILING AGREEMENT

The undersigned hereby agree to jointly prepare and file with regulatory authorities this Schedule 13G and any future amendments thereto reporting each of the undersigned's ownership of securities of the Issuer named herein, and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated this 2nd day of February, 2018 BEEDIE INVESTMENTS
LIMITED

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

BEEDIE OYII HOLDINGS
LIMITED

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

BEEDIE HOLDINGS
LIMITED

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

RYAN BEEDIE FAMILY
TRUST III

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

4358 INVESTMENTS
LIMITED*

By: /s/ Ryan Beedie
Name: Ryan Beedie
Title: President

/s/ Ryan Beedie
RYAN BEEDIE, an
individual*

This reporting person disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.