

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB Number:	3235-0362
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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

1. Name and Address of Reporting Person * <u>Graham Gary John</u> <hr/> (Last) (First) (Middle) 6400 S. FIDDLERS GREEN CIRCLE, STE 1400 <hr/> (Street) GREENWOOD VILLAGE CO 80111 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SOBR Safe, Inc. [ SOBR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)			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)
				Amount	(A) or (D)	Price			
Common Stock			3				11,322,575 <sup>(1)(2)</sup>	D	
Common Stock	09/23/2020		J4	1,025,829	D	(3)	11,322,575	I	By IDTEC, LLC
Common Stock	09/23/2020		J4	1,025,829	D	(3)	11,322,575	D	
Common Stock	12/15/2020		C4	2,743,169	A	\$1	11,322,675	I	By SOBR SAFE, LLC
Common Stock	12/15/2020		C4	2,743,169	A	\$1	2,743,169	D <sup>(4)</sup>	
Common Stock	12/30/2020		J4	3,128,896	D	(5)	11,322,575	I	By IDTEC, LLC
Common Stock	12/30/2020		J4	3,128,896	D	(5)	11,322,575	D	
Common Stock	12/31/2020		C4	3,103,028	A	(6)	11,322,575	I	By IDTEC, LLC
Common Stock	12/31/2020		C4	3,103,028	A	(6)	11,322,575	D	
Common Stock	01/20/2022		X4	176,938	A	\$0.5	2,711,923	I	By IDTEC, LLC
Common Stock	01/20/2022		X4	176,938	A	\$0.5	2,711,923	D <sup>(7)</sup>	
Common Stock	03/01/2022		J4	2,000,000	D	(8)	2,711,923	I	By IDTEC, LLC
Common Stock	03/01/2022		J4	2,000,000	D	(8)	2,711,923	D	
Common Stock	06/30/2022		J4	888,750	D	(9)	2,711,923	I	By SOBR SAFE, LLC
Common Stock	06/30/2022		J4	888,750	D	(9)	25,639	D	
Common Stock	06/12/2023		C4	666,667	A	(10)	2,542,616	I	By First Capital Holdings, LLC
Common Stock	06/12/2023		C4	666,667	A	(10)	2,542,616	D	

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	\$1			3			12/12/2019	(12)	Common Stock	2,700,000		2,700,000	I	By SOBR SAFE, LLC
Series A-1 Preferred Stock	\$1			3			12/12/2019	(12)	Common Stock	2,700,000		2,700,000	D	
Convertible Note	\$0.5			3			06/05/2020	(12)	Common Stock	3,103,028		3,103,028	I	By IDTEC, LLC
Convertible Note	\$0.5			3			06/05/2020	(12)	Common Stock	3,103,028		3,103,028	D	
Warrant	\$0.5			3			06/05/2020	06/04/2025	Common Stock	320,000		320,000	I	By IDTEC, LLC
Warrant	\$0.5			3			06/05/2020	06/04/2025	Common Stock	320,000		320,000	D	
Series A-1 Preferred Stock	\$1	12/15/2020		4C		2,743,169	12/12/2019	(12)	Common Stock	2,743,169	\$1	0	I	By SOBR SAFE, LLC
Series A-1 Preferred Stock	\$1	12/15/2020		4C		2,743,169	12/12/2019	(12)	Common Stock	2,743,169	\$1	0	D	
Convertible Note	\$0.5	12/31/2020		4X		3,103,028	06/05/2020	(12)	Common Stock	3,103,028	(1)	0	I	By IDTEC, LLC
Convertible Note	\$0.5	12/31/2020		4X		3,103,028	06/05/2020	(12)	Common Stock	3,103,028	(1)	0	D	
Warrant	\$0.5	01/20/2022		4X		176,938	06/05/2020	06/04/2025	Common Stock	320,000	(1)	143,062	I	By IDTEC, LLC
Warrant	\$0.5	01/20/2022		4X		176,938	06/05/2020	06/04/2025	Common Stock	320,000	(1)	143,062	D	
Series B Preferred Stock	\$1.84	03/01/2022		4J	2,000,000		09/01/2022	(12)	Common Stock	2,000,000	(8)	2,000,000	I	By IDTEC, LLC
Series B Preferred Stock	\$1.84	03/01/2022		4J	2,000,000		09/01/2022	(12)	Common Stock	2,000,000	(8)	2,000,000	D	
Series B Preferred Stock	\$1.84	04/30/2023		4C		666,667	09/01/2022	(12)	Common Stock	666,667 <sup>(11)</sup>	(10)	0	I	By First Capital Holdings, LLC
Series B Preferred Stock	\$1.84	04/30/2023		4C		666,667	09/01/2022	(12)	Common Stock	666,667 <sup>(11)</sup>	(10)	0	D	

1. Name and Address of Reporting Person \*

[Graham Gary John](#)

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(Last) (First) (Middle)

6400 S. FIDDLERS GREEN CIRCLE, STE 1400

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(Street)

GREENWOOD VILLAGE CO 80111

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[IDTEC, LLC](#)

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(Last) (First) (Middle)

6400 S. FIDDLERS GREEN CIRCLE, STE 1400

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(Street)

GREENWOOD VILLAGE CO 80111

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(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>SOBR Safe LLC</u>		
(Last)	(First)	(Middle)
6400 S. FIDDLERS GREEN CIRCLE STE. 1400		
(Street)		
GREENWOOD VILLAGE	CO	80111
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<u>First Capital Holdings LLC</u>		
(Last)	(First)	(Middle)
6400 S. FIDDLERS GREEN CIRCLE, STE 1400		
(Street)		
GREENWOOD VILLAGE	CO	80111
(City) (State) (Zip)		

**Explanation of Responses:**

1. Issued to IDTEC, LLC pursuant to an Asset Purchase Agreement dated May 6, 2019 (and Amendment No. 1 thereto dated March 9, 2020, together the "APA") between the Issuer and IDTEC, LLC, and related transactions (together with the asset purchase the "Transaction"), under which IDTEC LLC was issued (i) 12,000,000 shares of the Issuer's common stock, (ii) a convertible promissory note ( the "Note") in the principal amount of \$1,485,189 with a conversion price of \$0.50 per share, and (iii) a warrant (the "Warrant") to purchase up to 320,000 shares of the Issuer's common stock at an exercise price of \$0.50 per share.. Mr. Gary Graham was the Manager of a limited liability company that was the Managing Member of IDTEC, LLC.
2. Amounts in all rows in this Column 6 pertain to Gary J. Graham as to the total amount of shares reflected at the end of each fiscal year; pertain to IDTEC, LLC, First Capital Holdings, LLC and First Capital Ventures, LLC as to the total number of shares indicated minus 25,316 shares (after the 1:3 reverse stock split effected on April 28, 2022) underlying stock options held of record by Gary J. Graham, individually. Transactions by SOBR SAFE, LLC pertain only to Gary J. Graham and First Capital Holdings, LLC.
3. Distribution by IDTEC, LLC of an aggregate of 1,025,829 shares of common stock of the Issuer to its members. Mr. Gary Graham was the Manager of a limited liability company that was the Managing Member of IDTEC, LLC.
4. Conversion by SOBR SAFE, LLC of 2,700,000 shares of series A-1 preferred stock, plus accrued dividends, to shares of common stock. Mr. Gary Graham was the Manager of a limited liability company that was the Managing Member of SOBR SAFE, LLC.
5. Transfer by IDTEC, LLC of an aggregate of 3,128,896 shares of common stock of the Issuer to 24 individuals or entities that had assisted the company. Mr. Gary Graham was the Manager of a limited liability company that was the Managing Member of IDTEC, LLC.
6. Conversion by IDTEC, LLC of principal and accrued interest on the Note into 3,103,028 shares of common stock of the Issuer at \$0.50 per share. Mr. Gary Graham was the Manager of a limited liability company that was the Managing Member of IDTEC, LLC.
7. Exercise by IDTEC, LLC of the Warrant.
8. Exchange by IDTEC, LLC of 2,000,000 shares of common stock of the Issuer for 2,000,000 shares of preferred stock of the Issuer. Mr. Gary Graham was the Manager of a limited liability company that was the Managing Member of IDTEC, LLC.
9. Liquidating distribution by SOBR SAFE LLC to its members with 25,639 shares retained to cover liquidation expenses. Mr. Gary Graham was the Manager of a limited liability company that was the Managing Member of SOBR SAFE, LLC.
10. Conversion by First Capital Holdings, LLC, the successor of IDTEC LLC, of 666,667 shares of series B preferred stock of the Issuer into 666,667 shares of common stock of the Issuer. Mr. Gary Graham is the Manager of First Capital Holdings, LLC.
11. The Issuer effected a 1:3 reverse stock split on April 28, 2022.
12. The series A-1 preferred stock and the series B preferred stock are convertible for as long as the shares are outstanding. The Note is convertible until maturity.

/s/ Gary J. Graham 01/30/2024  
FIRST CAPITAL HOLDINGS  
LLC: /s/ Gary J. Graham, Manager 01/30/2024  
IDTEC, LLC - BY: FIRST  
CAPITAL VENTURES, LLC, 01/30/2024  
Managing Member: /s/ Gary J.  
Graham, Manager  
SOBR SAFE, LLC - BY FIRST  
CAPITAL VENTURES, LLC, 01/30/2024  
Managing Member: /s/ Gary J.  
Graham, Manager

\*\* 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.

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.