

INFINITE GROUP INC

Form 5

February 13, 2015

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0362  
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2005  
Estimated average  
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response... 1.0

1. Name and Address of Reporting Person \*  
NORTHWEST HAMPTON  
HOLDINGS LLC

(Last) (First) (Middle)

STUART LEVISON,  
ESQ.,Â ALLEN & O'BRIEN, ONE  
EAST AVE.

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
INFINITE GROUP INC [IMCI]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President

6. Individual or Joint/Group Reporting

(check applicable line)

ROCHESTER,Â NYÂ 14604

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>(A)<br>or<br>Amount (D) Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|

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

**Persons who respond to the collection of information  
contained in this form are not required to respond unless  
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SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount<br>Underlying Security |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------|--------------------------------------------|--------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------|--------------------------------------------|--------------------------------------------|

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| Security<br>(Instr. 3)         | or Exercise<br>Price of<br>Derivative<br>Security |   | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     | (Month/Day/Year)      |                    | (Instr. 3 and 4) |                           |
|--------------------------------|---------------------------------------------------|---|-------------------------|--------------------|-------------------------------------------------------------------------------------------------------|-----|-----------------------|--------------------|------------------|---------------------------|
|                                |                                                   |   |                         |                    | (A)                                                                                                   | (D) | Date Exercisable      | Expiration<br>Date | Title            | Amount<br>Number<br>Share |
| Convertible<br>Note <u>(1)</u> | \$ 0.05                                           | Â | Â                       | Â                  | Â                                                                                                     | Â   | 04/30/2006            | 01/01/2016         | Common<br>Stock  | 5,049                     |
| Option <u>(4)</u>              | \$ 0.05                                           | Â | Â                       | Â                  | Â                                                                                                     | Â   | 01/21/2014 <u>(5)</u> | 01/20/2024         | Common<br>Stock  | 500                       |

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships |           |             |       |
|-----------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                                                 | Director      | 10% Owner | Officer     | Other |
| NORTHWEST HAMPTON HOLDINGS LLC<br>STUART LEVISON, ESQ.<br>ALLEN & O'BRIEN, ONE EAST AVE.<br>ROCHESTER, NY 14604 | Â X           | Â X       | Â President | Â     |

## Signatures

/s/ James Villa as sole member of Northwest Hampton Holdings, LLC

02/12/2015

\_\_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).

(1) Consists of the outstanding balance of a convertible note issued in 2003.

(2) Includes the number of shares issuable upon conversion of principal and accrued interest as of December 31, 2014.

(3) These securities are owned indirectly by James Villa as the sole member of Northwest Hampton Holdings, LLC.

(4) These common stock options are owned by James Villa.

(5) The options are exercisable to purchase one-third of the shares beginning on the 1/21/2014 grant date and to purchase an additional one-third of the shares on each of the first and second anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.