

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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

(Print or Type Responses)

| | | | | | |
|---|---------|---|---|--|-------|
| 1. Name and Address of Reporting Person* BENOIT GERALD JAMES JR | | 2. Issuer Name and Ticker or Trading Symbol INFORMATION ANALYSIS INC [IAIC] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/10/2021 | | |
| C/O INFORMATION ANALYSIS INCORPORATED, 12015 LEE JACKSON MEMORIAL HWY STE 210 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | |
| FAIRFAX, VA 22033 | | | | | |
| (City) | | | (State) | | (Zip) |

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 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 | | | |
| Common Stock | 12/10/2021 | | A | | 116,645 | A | \$ 3.04 (1) | 866,645 | D | |
| Common Stock | 12/10/2021 | | A | | 32,895 | A | \$ 3.04 (2) | 899,540 | D | |

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

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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 Securities (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 | | Date Exercisable | Expiration Date | | | | | | |
| Warrants (right-to-buy) | \$ 4.5 | 12/10/2021 | | A | | 23,329 | 01/01/2023 | 12/31/2026 | Common Stock | 23,329 | \$ 3.04 | 803,329 (3) | D | |
| Warrants (right-to-buy) | \$ 4.5 | 12/10/2021 | | A | | 6,579 | 01/01/2023 | 12/31/2026 | Common Stock | 6,579 | \$ 3.04 | 809,908 (4) | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BENOIT GERALD JAMES JR C/O INFORMATION ANALYSIS INCORPORATED 12015 LEE JACKSON MEMORIAL HWY STE 210 FAIRFAX, VA 22033 | X | X | CEO | |

Signatures

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|----------------------|------------|
| /s/ Matthew T. Sands | 12/14/2021 |
|----------------------|------------|

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) Mr. Benoit purchased \$354,600 of Units in a private placement transaction at \$3.04/ Unit, which consisted of 116,645 shares of common stock and Warrants to purchase additional 23,329 shares of common stock. Unit price was based on the Volume Weighted Average Price per share for the five trading days ended December 2, 2021.
- (2) Benoit Family Trust purchased \$100,000 of Units in a private placement transaction at \$3.04/ Unit, which consisted of 32,895 shares of common stock and Warrants to purchase additional 6,579 shares of common stock. Unit price was based on the Volume Weighted Average Price per share for the five trading days ended December 2, 2021.
- (3) Warrants to acquire 23,329 shares of common stock reported herein are not exercisable until January 1, 2023.
- (4) Warrants to acquire 29,908 shares of common stock reported herein are not exercisable until January 1, 2023.

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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