

LLC Carlyle Liquid Holdings
 Form 5
 February 14, 2011

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | |
| LLC Carlyle Liquid Holdings | | | LIQUIDMETAL TECHNOLOGIES INC [LQMT] | | (Check all applicable) | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | | ___ Director | __X__ 10% Owner |
| 2 GANNETT DRIVE SUITE 201 | | | 12/31/2010 | | ___ Officer (give title below) | ___ Other (specify below) |
| WHITE PLAINS, NY 10604 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Reporting (check applicable line) | |
| (City) | (State) | (Zip) | | | __X__ 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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) or (D) Price | | | |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | | | | |

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| | Derivative Security | | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
|----------------------------|---------------------|------------|---|------------------|---|---------|------------------|------------------|--------------|----------------------------|
| | | | | | (A) | (D) | | | | |
| Series A-1 Preferred Stock | \$ 0.1 | 12/31/2010 | Â | C ⁽²⁾ | Â | 21,386 | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 1,000 |
| Series A-2 Preferred Stock | \$ 0.22 | 12/31/2010 | Â | C ⁽²⁾ | Â | 38,013 | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 86 |
| Warrant (right to buy) | \$ 0.49 | 12/31/2010 | Â | J ⁽³⁾ | Â | 986,337 | 05/02/2009 | 07/15/2015 | Common Stock | 98 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LLC Carlyle Liquid Holdings 2 GANNETT DRIVE SUITE 201 WHITE PLAINS, NY 10604 | Â | Â X | Â | Â |

Signatures

/s/ Ricardo Salas 02/14/2011
 **Signature of Date
 Reporting Person

/s/ Abdi Mahamedi 02/14/2011
 **Signature of Date
 Reporting Person

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) Each share of Series A Preferred Stock is convertible into shares of common stock at the time and under the circumstances described in the Certificate of Designations, Preferences and Rights for Series A Preferred Stock. the Series A Preferred Stock has no expiration date.
- (2) Preferred Stocks were converted into Common Stocks and were assigned to third party.
- (3) Warrants were assigned to various third parties.

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.