

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2012-12-31**  
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(HTML Version on [secdatabase.com](#))

ISSUER

**DAIS ANALYTIC CORP**

CIK: [1125699](#) | IRS No.: **000000000**  
SIC: **3990** Miscellaneous manufacturing industries

Business Address  
*11552 PROSPEROUS DRIVE  
ODESSA FL 33556*

REPORTING OWNER

**SAMUELS LEONARD**

CIK: [1181990](#)  
Type: **5** | Act: **34** | File No.: [000-53554](#) | Film No.: **13530265**

# FORM 5

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>SAMUELS LEONARD</b>			2. Issuer Name and Ticker or Trading Symbol <b>DAIS ANALYTIC CORP [DLYT]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>			
1011 CENTENNIAL ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) <b>PENN VALLEY, PA 19072</b>						
(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 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			
Dais Common (1)						9,978,165 (1)	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
05/12/11 Warrant	\$0.45						05/12/2011	05/12/2016	Dais Common	962,500	9,978,165	D	
09/17/09 Warrant	\$0.75						09/17/2009	09/17/2014	Dais Common	80,000	9,978,165	D	
10/09/2009	\$0.75						10/09/2009	10/09/2014	Dais Common	350,000	9,978,165	D	

**Explanation of Responses:**

1. Includes 2,724,696 shares of common stock held jointly with Leah Kaplan-Samuels, my wife. Includes 5,860,969 shares of common stock held in Leonard Samuels' IRA accounts. Includes warrants as listed in Table II of this Form 5 exercisable for the purchase of shares of common stock. Includes 155,000 shares underlying warrants held jointly with Leah Kaplan-Samuels.

**Remarks:**

75,000 of the 10/09/09 warrants and all of the 09/17/2009 warrants are held jointly with Leah Kaplan-Samuels. The rest of the warrants are in Leonard Samuels' IRA accounts.

**Signatures**

/s/ Leonard Samuels

\*\* Signature of Reporting Person

01/01/2013

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.**