

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-14** | Period of Report: **2012-12-17**  
SEC Accession No. [0001134390-13-000002](#)

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### REPORTING OWNER

#### **MCCORMICK JP**

CIK: **1134390**

Type: **3** | Act: **34** | File No.: **000-28099** | Film No.: **13527684**

Mailing Address

*C/O ACTIVEWORLDS COM  
INC*

*95 PARKER STREET  
NEWBURYPORT MA 01950*

### ISSUER

#### **Bay Acquisition Corp.**

CIK: **1098875** | IRS No.: **860866757** | State of Incorpor.: **NV** | Fiscal Year End: **1231**  
SIC: **7372** Prepackaged software

Mailing Address

*420 LEXINGTON AVENUE  
SUITE 2320  
NEW YORK NY 10170*

Business Address

*420 LEXINGTON AVENUE  
SUITE 2320  
NEW YORK NY 10170  
212-661-6800*

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### INITIAL STATEMENT OF 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

<b>1. Name and Address of Reporting Person</b> <u>MCCORMICK JP</u> (Last) (First) (Middle) C/O ACTIVEWORLDS COM INC, 95 PARKER STREET (Street) NEWBURYPORT, MA 01950 (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 12/17/2012	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Bay Acquisition Corp. [slgi]</u> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO
		<b>5. If Amendment, Date Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check applicable line)</b> <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	232,001	D	
Common Stock	75,000	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	11/16/2013	11/16/2017	Warrants	75,000	\$0.333	D	
Option (right to buy)	12/17/2012	12/17/2017	Common Stock	732,000	\$0.1463	D	

**Signatures**

J.P. McCormick

\*\* Signature of Reporting Person

01/14/2013

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.**