

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- 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.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MILLS RICHARD C</u> (Last) (First) (Middle) 13100 MAGISTERIAL DRIVE, SUITE 100 (Street) LOUISVILLE KY 40223 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CREATIVE REALITIES, INC. [CREX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2017	

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			
Common Stock	10/15/2015		J4 ⁽¹⁾	248,236 ⁽⁷⁾	A	(1)	248,236 ⁽⁷⁾	D	
Common Stock	09/01/2017		J4 ⁽⁶⁾	106,602 ⁽⁶⁾⁽⁷⁾	A	(6)	354,838 ⁽⁷⁾	D	
Common Stock	09/27/2017		C4	180,754 ⁽⁷⁾	A	\$0.255	535,592 ⁽⁷⁾	D	
Common Stock	10/15/2015		J4 ⁽¹⁾	87,976 ⁽⁷⁾	A	(1)	87,976 ⁽⁷⁾	I	By RFK Communications, LLC ⁽²⁾

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Convertible Preferred Stock	\$0.255	10/15/2015		4J ⁽¹⁾	1,235,794		10/15/2015	(3)	Common Stock	161,542 ⁽⁷⁾	(1)	1,235,794	D	
Series A-1 Convertible Preferred Stock	\$0.255	12/31/2015		J ⁽⁴⁾⁵	15,860		12/31/2015	(3)	Common Stock	2,074 ⁽⁷⁾	(4)	1,251,654	D	
Series A-1 Convertible Preferred Stock	\$0.255	06/30/2016		J ⁽⁴⁾⁵	37,550		06/30/2016	(3)	Common Stock	4,909 ⁽⁷⁾	(4)	1,289,204	D	
Series A-1 Convertible Preferred Stock	\$0.255	12/31/2016		J ⁽⁴⁾⁵	38,240		12/31/2016	(3)	Common Stock	4,999 ⁽⁷⁾	(4)	1,327,444	D	
Series A-1 Convertible Preferred Stock	\$0.255	06/30/2017		J ⁽⁴⁾⁵	39,824		06/30/2017	(3)	Common Stock	5,206 ⁽⁷⁾	(4)	1,367,268	D	
Series A-1 Convertible Preferred Stock	\$0.255	09/27/2017		4C		1,327,444	12/31/2016	(3)	Common Stock	180,754 ⁽⁷⁾	\$0	0	D	
Convertible Promissory Note	(5)	10/15/2015		4J ⁽⁵⁾	547,824 ⁽⁵⁾		(5)	10/15/2017	Common Stock	18,261 ⁽⁵⁾⁽⁷⁾	(5)	547,824 ⁽⁵⁾	I	By RFK Communications, LLC ⁽²⁾
Convertible Promissory Note	(5)	01/17/2017		4S		547,824 ⁽⁵⁾	(5)	10/15/2017	Common Stock	18,261 ⁽⁵⁾	\$565,000 ⁽⁸⁾	0	D	
Warrants to purchase Common Stock	\$8.3771 ⁽⁷⁾	10/15/2015		4J ⁽⁵⁾	8,929 ⁽⁷⁾		10/15/2015	10/15/2020	Common Stock	8,929 ⁽⁷⁾	(5)	8,929 ⁽⁷⁾	I	By RFK Communications, LLC ⁽²⁾

Explanation of Responses:

- Shares received as merger consideration in connection with Issuer's merger with Conexus World Capital, LLC.
- The Reporting Person is a principal of RFK Communications, LLC and has voting and investment power for this entity.
- No expiration date.
- The Reporting Person received these shares as a payment-in-kind dividend.
- Received Secured Convertible Promissory Note for \$150,000 which is convertible into approximately 547,824 shares of Common Stock, including interest through 11/30/2016; and a Warrant to purchase 267,857 shares of Common Stock in connection with surrender and conversion of earlier-issued debt of ConeXus. The Warrant contains provisions blocking exercise if such exercise would result in the purchaser holding more than 4.99% of the Issuer's shares outstanding.
- The Reporting Person received these shares in connection with an agreement reached on September 1, 2017 by Creative Realities, Inc. and the prior shareholders of ConeXus to recognize the value obtained by Creative Realities, Inc. as a result of the merger and to settle the Holdback Shares to the prior shareholders of ConeXus.
- All common stock share numbers have been adjusted to reflect a 1 for 30 reverse stock split effective on 10/17/2018.
- On or about January 17, 2017, all of the outstanding Convertible Promissory Notes were acquired by the Issuer's largest shareholder.

/s/ Richard Mills

01/07/2019

** Signature of Reporting Person

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.