

## INITIAL STATEMENT OF 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* VDA GROUP S.p.A.  (Last) (First) (Middle) VIALE L. ZANUSSI, 3  (Street) PORDENONE, L6 33170  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/07/2022	3. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKOI]		
		4. 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)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	162,900,947 (1)	D (2)	

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

SEC 1473 (7-02)

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### 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			
Warrant (right to buy)	(3)	01/07/2027	Common Stock	105,380,666 (1)	\$ 0.001	D (2)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VDA GROUP S.p.A. VIALE L. ZANUSSI, 3 PORDENONE, L6 33170		X		
VDA Holding S.A. 26, BOULEVARD ROYAL, LUXEMBOURG, N4 L-2449		X		
METI Holding Sarl 26, BOULEVARD ROYAL, LUXEMBOURG, N4 L-2449		X		
De Paulis Flavio 26, BOULEVARD ROYAL, LUXEMBOURG, N4 L-2449	X	X		

## Signatures

VDA Group S.p.A. /s/ Piercarlo Gramaglia, Title: Chief Executive Officer		01/18/2022
**Signature of Reporting Person		Date
VDA Holding S.A. /s/ Giorgio Bianchi /s/ Tiffany Halsdorf, Title: Directors		01/18/2022
**Signature of Reporting Person		Date

Meti Holding Sarl /s/ Giorgio Bianchi & /s/ Flavio De Paulis		01/18/2022
<b>**</b> Signature of Reporting Person		Date
/s/ Flavio De Paulis		01/18/2022
<b>**</b> Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These securities are owned solely by VDA Group S.p.A. ("VDA Group"), which is filing a joint Form 3 on behalf of itself, VDA Holding, S.A. ("VDA Holding"), Meti Holding Sarl ("Meti Holding"), and Flavio De Paulis ("F. De Paulis", and together with VDA Group, VDA Holding and Meti Holding, the "Reporting Persons") relating to shares of common stock, par value \$0.001, (the "Shares"), of Telkonet, Inc., a Utah corporation (the "Issuer"). On August 6, 2021, the Issuer and VDA Group entered into a Stock Purchase Agreement (the "Stock Purchase Agreement") and the Closing of the Stock Purchase Agreement occurred on January 7, 2022 (the "Closing"). Pursuant to the terms and conditions of the Stock Purchase Agreement, VDA Group acquired, in consideration of a capital contribution to the Issuer of \$5,000,000, (A) 162,900,947 Shares of the Issuer (the "Telkonet Shares"), and (B) a warrant ("Warrant") to purchase 105,380,666 additional Shares.

VDA Group directly owns the Telkonet Shares and the Warrant. VDA Holding may be deemed to beneficially own the Telkonet Shares and the Warrant indirectly by virtue of it being the sole shareholder of VDA Group. Meti Holding may be deemed to beneficially own the Telkonet Shares and the Warrant indirectly by virtue of it being the 82.7% shareholder of VDA Holding. F. De Paulis may be deemed to beneficially own the Telkonet Shares and the Warrant indirectly by virtue of him being the sole shareholder of Meti Holding.

Under the terms of the Warrant, VDA Group, is entitled to purchase 105,380,666 Shares of the Issuer at an exercise price of \$.001 per share, at any time beginning on the date the Issuer achieves a volume weighted average price of the aggregate outstanding Shares of at least \$17,000,000, measured for a period of time consisting of sixty (60) consecutive trading days and ending five years after the date of issuance of the Warrant; provided, however, that the Warrant may not be exercised for the first 12 months from January 7, 2022.

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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