EMAGIN CORP
Form 10-Q
November 12, 2013

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

Form 10-Q

(Mark One)
R QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013
or

£ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-15751

eMAGIN CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	56-1764501
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3006 Northup Way, Suite 103, Bellevue, Washington 98004
(Address of principal executive offices)

(425) 284-5200
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, $.001 Par Value Per Share

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes R No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months). Yes R No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer £ Accelerated filer £ Non-accelerated filer £ Smaller reporting company R

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act) Yes £ No R

The number of shares of common stock outstanding as of October 31, 2013 was 23,878,300.

Table of Contents

eMagin Corporation
Form 10-Q
For the Quarter ended September 30, 2013

Table of Contents

		Page
PART I	FINANCIAL INFORMATION	
Item 1	Condensed Consolidated Financial Statements	
	Condensed Consolidated Balance Sheets as of September 30, 2013 (unaudited) and December 31, 2012	3
	Condensed Consolidated Statements of Operations for the Three and Nine Months ended September 30, 2013 and 2012 (unaudited)	4
	Condensed Consolidated Statements of Cash Flows for the Nine Months ended September 30, 2013 and 2012 (unaudited)	5
	Notes to Condensed Consolidated Financial Statements (unaudited)	6
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	13
Item 3	Quantitative and Qualitative Disclosures About Market Risk	18
Item 4	Controls and Procedures	18
PART II	OTHER INFORMATION	
Item 1	Legal Proceedings	19
Item 1A	Risk Factors	19
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	19
Item 3	Defaults Upon Senior Securities	19
Item 4	Mine Safety Disclosures	19
Item 5	Other Information	19
Item 6	Exhibits	19
SIGNATURES		20

CERTIFICATIONS

Table of Contents

ITEM 1. Condensed Consolidated Financial Statements

eMAGIN CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	September 30, 2013 (unaudited)	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 4,811	$ 4,385
Investments	8,000	8,520
Accounts receivable, net	3,850	5,154
Inventories, net	4,407	3,223
Prepaid expenses and other current assets	1,314	653
Total current assets	22,382	21,935
Long-term investments	250	500
Equipment, furniture and leasehold improvements, net	8,197	8,099
Other assets	28	124
Deferred tax asset	5,382	8,881
Total assets	$ 36,239	$ 39,539
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,258	$ 955
Accrued expenses	2,408	2,548
Other current liabilities	359	409
Total current liabilities	4,025	3,912
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Preferred stock, $.001 par value: authorized 10,000,000 shares:		
Series B Convertible Preferred stock, (liquidation preference of $5,659,000) stated value $1,000 per share, $.001 par value: 10,000 shares designated and 5,659 issued and outstanding as of September 30, 2013 and December 31, 2012	—	—
Common stock, $.001 par value: authorized 200,000,000 shares, issued and outstanding, 23,878,300 shares as of September 30, 2013 and 23,674,541 as of December 31, 2012	24	24
Additional paid-in capital	225,560	223,575
Accumulated deficit	(192,871)	(187,509)
Treasury stock, 162,066 shares as of September 30, 2013 and 150,000 shares as of December 31, 2012	(499)	(463)
Total shareholders' equity	32,214	35,627
Total liabilities and shareholders' equity	$ 36,239	$ 39,539

See notes to Condensed Consolidated Financial Statements.

Table of Contents

eMAGIN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share and per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Revenue:				
Product	$5,770	$6,309	$20,671	$19,263
Contract	559	1,201	1,189	2,971
Total revenue, net	6,329	7,510	21,860	22,234
Cost of goods sold:				
Product	3,848	3,132	12,821	9,914
Contract	256	729	672	1,477
Total cost of goods sold	4,104	3,861	13,493	11,391
Gross profit	2,225	3,649	8,367	10,843
Operating expenses:				
Research and development	1,239	1,173	3,882	3,571
Selling, general and administrative	2,041	1,918	6,358	6,525
Total operating expenses	3,280	3,091	10,240	10,096
(Loss) income from operations	(1,055)	558	(1,873)	747
Other income (expense):				
Interest expense, net	(11)	(10)	(32)	(18)
Other income, net	9	13	45	32
Total other income (expense), net	(2)	3	13	14
(Loss) income before provision for income taxes	(1,057)	561	(1,860)	761
Provision for income taxes	3,502	221	3,502	295
Net (loss) income	$(4,559)	$340	$(5,362)	$466
Less net income allocated to participating securities	—	83	—	113
Net (loss) income allocated to common shares	$(4,559)	$257	$(5,362)	$353
(Loss) income per share, basic	$(0.19)	$0.01	$(0.23)	$0.02
(Loss) income per share, diluted	$(0.19)	$0.01	$(0.23)	$0.01
Weighted average number of shares outstanding:				
Basic	23,718,106	23,444,361	23,610,531	23,473,770
Diluted	23,718,106	25,393,035	23,610,531	25,360,864

See notes to Condensed Consolidated Financial Statements.

Table of Contents

eMAGIN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Nine Months Ended September 30,	
	2013	2012
	(unaudited)	
Cash flows from operating activities:		
Net (loss) income	$ (5,362)	$ 466
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	656	168
Reduction in provision for doubtful accounts	(1)	—
Amortization of bond premium	20	21
Inventory reserve	16	3
Stock-based compensation	1,645	1,959
Gain on sale of asset	(9)	—
Deferred income taxes	3,499	—
Changes in operating assets and liabilities:		
Accounts receivable	1,305	599
Inventories, net	(1,200)	(57)
Prepaid expenses and other current assets	(568)	77
Accounts payable, accrued expenses, and other current liabilities	113	267
Net cash provided by operating activities	114	3,503
Cash flows from investing activities:		
Purchase of equipment	(757)	(1,090)
Proceeds from sale of asset	15	—
Maturities of investments	11,250	6,495
Purchase of investments	(10,500)	(8,799)
Net cash provided by (used in) investing activities	8	(3,394)
Cash flows from financing activities:		
Proceeds from exercise of stock options	340	255
Purchase of treasury stock	(36)	(368)
Net cash provided by (used in) financing activities	304	(113)
Net increase (decrease) in cash and cash equivalents	426	(4)
Cash and cash equivalents, beginning of period	4,385	7,571
Cash and cash equivalents, end of period	$ 4,811	$ 7,567
Cash paid for interest, net of amount capitalized of $13 thousand in 2012	$ 9	$ —
Cash paid for taxes	$ 72	$ —

See notes to Condensed Consolidated Financial Statements.

Table of Contents

eMAGIN CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1: Summary of Significant Accounting Policies

The Business

eMagin Corporation (the "Company") designs, develops, manufactures, and markets OLED (organic light emitting diode) on silicon microdisplays and virtual imaging products which utilize OLED microdisplays. The Company's products are sold mainly in North America, Asia, and Europe.

Basis of Presentation

In the opinion of management, the accompanying unaudited condensed consolidated financial statements of eMagin Corporation and its subsidiary reflect all adjustments, including normal recurring accruals, necessary for a fair presentation. All significant intercompany balances and transactions have been eliminated in consolidation. Certain information and footnote disclosure normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to instructions, rules and regulations prescribed by the Securities and Exchange Commission. The Company believes that the disclosures provided herein are adequate to make the information presented not misleading when these unaudited condensed consolidated financial statements are read in conjunction with the audited consolidated financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2012. The results of operations for the period ended September 30, 2013 are not necessarily indicative of the results to be expected for the full year. The consolidated condensed financial statements of December 31, 2012 are derived from audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

In accordance with accounting principles generally accepted in the United States of America, management utilizes certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments related to, among others, allowance for doubtful accounts, warranty reserves, inventory reserves, stock-based compensation expense, deferred tax asset valuation allowances, litigation and other loss contingencies. Management bases its estimates and judgments on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

Revenue and Cost Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, selling price is fixed or determinable and collection is reasonably assured. Product revenue is generally recognized when products are shipped to customers. The Company defers revenue recognition on products sold directly to the consumer with a maximum thirty day right of return. Revenue is recognized upon the expiration of the right of return.

The Company also earns revenues from certain research and development ("R&D") activities (contract revenues) under both firm fixed-price contracts and cost-type contracts. Revenues relating to firm fixed-price contracts and cost-type contracts are generally recognized on the percentage-of-completion method of accounting as costs are incurred (cost-to-cost basis). Progress is generally based on a cost-to-cost approach however an alternative method

may be used such as physical progress, labor hours or others depending on the type of contract. Physical progress is determined as a combination of input and output measures as deemed appropriate by the circumstances. Contract costs include all direct material and labor costs and an allocation of allowable indirect costs as defined by each contract, as periodically adjusted to reflect revised agreed upon rates. These rates are subject to audit by the other party.

Table of Contents

New Accounting Pronouncement

In July 2013, the FASB issued ASU 2013-11, Presentation of Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, an amendment to FASB Accounting Standards Codification ("ASC") Topic 740, Income Taxes ("FASB ASC Topic 740"). The amendment provides guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, similar tax loss, or tax credit carryforward exists. An unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. ASU 2013-11 is effective for reporting periods after January 1, 2014 and is not expected to have an impact on the Company's financial statements.

Investments

Investments consist of debt securities including corporate obligations and FDIC-insured certificates of deposit with maturities up to eighteen months. The Company classifies these securities as held-to-maturity since it has the positive intent and ability to hold them until maturity. These securities are carried at amortized cost.

The held-to-maturity investments consist of the following as of September 30, 2013 and December 31, 2012 (in thousands):

	September 30, 2013 (unaudited)			
	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Aggregate Fair Value
Current investments:				
Corporate debt securities	$250	$ —	$ —	$250
Certificates of deposit	7,750	—	—	7,750
Total current investments	$8,000	$ —	$ —	$8,000
Long-term investments:				
Certificates of deposit	$250	$ —	$ —	$250

	December 31, 2012			
	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Aggregate Fair Value
Current investments:				
Corporate debt securities	$1,520	$ —	$ —	$1,520
Certificates of deposit	7,000	—	—	7,000
Total current investments	$8,520	$ —	$ —	$8,520

Long-term investments:				
Corporate debt securities	$500	$ —	$ —	$500

As of September 30, 2013, the current investments mature within one year and the long-term investments within 18 months.

Table of Contents

Net (Loss) Income per Common Share

Basic (loss) income per share is computed using the weighted average number of common shares outstanding during the period, and excludes any dilutive effects of common stock equivalent shares, such as stock options, warrants, and convertible preferred stock. Diluted (loss) income per share is computed using the weighted average number of common shares outstanding and potentially dilutive common stock equivalent shares outstanding during the period. Common stock equivalent shares are excluded from the computation if their effect is anti-dilutive.

The Company's Series B Convertible Preferred stock ("Preferred Stock – Series B") is considered a participating security as the preferred stock participates in dividends with the common stock, which requires the use of the two-class method when computing basic and diluted earnings per share. The Preferred Stock – Series B is not required to absorb any net loss. Though the Company paid a one-time special dividend in 2012, the Company does not expect to continue to pay dividends on its common or preferred stock in the near future.

For the three and nine months ended September 30, 2013, the Company has reported a net loss and as a result, basic and diluted net loss per common share are the same. Therefore, in calculating net loss per share amounts, shares underlying the potentially dilutive common stock equivalents were excluded from the calculation of diluted net income per common share because their effect was anti-dilutive.

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except share and per share data) for the three and nine months ended September 30, 2012:

	Three Months Ended September 30, 2012 (unaudited)			Nine Months Ended September 30, 2012 (unaudited)		
	Income	Shares	Per Share Amount	Income	Shares	Per Share Amount
Basic EPS						
Net Income	$340			$466		
Income allocated to participating securities	83			113		
Income allocated to common shares	$257	23,444,361	$0.01	$353	23,473,770	$0.02
Diluted EPS						
Diluted potential common shares (1)		1,948,674			1,887,094	
Income allocated to common shares	$257	25,393,035	$0.01	$353	25,360,864	$0.01

(1) Dilutive potential common shares consist of shares of common stock issuable upon exercise of outstanding stock options and warrants.

The following is a table of the potentially dilutive common stock equivalents for the three and nine month periods ended September 30, 2013 and 2012 that were not included in diluted EPS as their effect would be anti-dilutive:

	Three Months Ended September 30,	Nine Months Ended September 30,

	2013	2012	2013	2012
	(unaudited)		(unaudited)	
Options and warrants	5,637,319	2,657,398	5,637,319	3,024,398
Convertible preferred stock	7,545,333		7,545,333	
Total potentially dilutive common stock equivalents	13,182,652	2,657,398	13,182,652	3,024,398

Table of Contents

Note 2: Accounts Receivable, net

The majority of the Company's commercial accounts receivable are due from Original Equipment Manufacturers ("OEM's"). Credit is extended based on an evaluation of a customer's financial condition and, generally, collateral is not required.

Accounts receivable consisted of the following (in thousands):

	September 30, 2013 (unaudited)	December 31, 2012
Accounts receivable	$ 4,080	$ 5,386
Less allowance for doubtful accounts	(230)	(232)
Net receivable	$ 3,850	$ 5,154

Note 3: Inventories, net

The components of inventories are as follows (in thousands):

	September 30, 2013 (unaudited)	December 31, 2012
Raw materials	$ 2,021	$ 1,745
Work in process	1,869	898
Finished goods	603	651
Total inventories	4,493	3,294
Less inventory reserve	(86)	(71)
Total inventories, net	$ 4,407	$ 3,223

Note 4: Line of Credit

On September 1, 2013, the Company renewed its credit facility with Access Business Finance, LLC ("Access") under which the Company may borrow up to a maximum of $3 million based on a borrowing base equivalent of 75% of eligible accounts receivable. It amended the interest rate from Prime plus 5% but not less than 8.25% to Prime plus 4% but not less than 7.25%. All other material terms of the credit facility remained unchanged: the minimum monthly interest payment is $1,000 and the early termination fee is $6,000. The renewal date of the line of credit is September 1, 2014. The Company's obligations under the credit facility are secured by its assets. For the nine months ended September 30, 2013, the Company had not borrowed on its line of credit.

Note 5: Stock-based Compensation

The Company uses the fair value method of accounting for share-based compensation arrangements. The fair value of stock options is estimated at the date of grant using the Black-Scholes option valuation model. Stock-based compensation expense is reduced for estimated forfeitures and is amortized over the vesting period using the straight-line method.

The following table summarizes the allocation of non-cash stock-based compensation to our expense categories for the three and nine month periods ended September 30, 2013 and 2012 (in thousands):

	Three Months Ended September 30, (unaudited)		Nine Months Ended September 30, (unaudited)	
	2013	2012	2013	2012
Cost of revenue	$ 68	$ 70	$ 219	$ 206
Research and development	137	147	428	434
Selling, general and administrative	363	342	998	1,319
Total stock compensation expense	$ 568	$ 559	$ 1,645	$ 1,959

At September 30, 2013, total unrecognized compensation costs related to stock options was approximately $1.5 million, net of estimated forfeitures. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures and is expected to be recognized over a weighted average period of approximately 1.6 years.

Table of Contents

The following key assumptions were used in the Black-Scholes option pricing model to determine the fair value of stock options granted:

	For the Nine Months Ended September 30,	
	2013	2012
Dividend yield	0 %	0 %
Risk free interest rates	0.35 – 1.48%	0.36 - 0.87 %
Expected volatility	67.6 to 73.8 %	71.8 to 81.2 %
Expected term (in years)	3.5 to 5.0	3.0 to 5.5

The Company paid a special one-time dividend in 2012. However, the Company does not expect to continue to pay dividends in the near future therefore the Company used an expected dividend yield of 0%. The risk-free interest rate used in the Black-Scholes option pricing model is based on the implied yield at the time of grant available on U.S. Treasury securities with an equivalent term. Expected volatility is based on the weighted average historical volatility of the Company's common stock for the equivalent term. The expected term of options represents the period that our stock-based awards are expected to be outstanding and was determined based on historical experience and vesting schedules of similar awards.

A summary of the Company's stock option activity for the nine months ended September 30, 2013 is presented in the following table (unaudited):

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (In Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2012	4,685,434	$3.82		
Options granted	407,937	3.50		
Options exercised	(203,759)	1.67		
Options forfeited	(125,366)	4.07		
Options cancelled or expired	(126,927)	6.84		
Outstanding at September 30, 2013	4,637,319	$3.80	4.72	$2,746,430
Vested or expected to vest at September 30, 2013 (1)	4,602,546	$3.79	4.73	$2,745,192
Exercisable at September 30, 2013	3,768,029	$3.50	4.91	$2,715,463

(1) The expected to vest options are the result of applying the pre-vesting forfeiture rate assumptions to total unvested options.

The aggregate intrinsic value in the table above represents the difference between the exercise price of the underlying options and the quoted price of the Company's common stock. For the three and nine months ended September 30, 2013, the aggregate intrinsic value of options exercised was approximately $58 thousand and $401 thousand, respectively. The Company issues new shares of common stock upon exercise of stock options.

Note 6: Shareholders' Equity

Preferred Stock - Series B Convertible Preferred Stock (“the Preferred Stock – Series B”)

As of September 30, 2013 and December 31, 2012, there were 5,659 shares of Preferred Stock – Series B issued and outstanding.

Common Stock

The Company received approximately $83 thousand and $340 thousand for the exercise of 40,144 and 203,759 stock options in the three and nine months ended September 30, 2013, respectively. The Company received approximately $213 thousand and $255 thousand for the exercise of 131,688 and 160,563 stock options in the three and nine months ended September 30, 2012, respectively.

Table of Contents

In the three and nine months ended September 30, 2013, the Company repurchased 12,066 shares at an average cost of $2.99 per share. During the nine months ended September 30, 2012, the Company repurchased 125,000 shares at an average cost of $2.95 per share. At September 30, 2013, there was approximately $2.0 million remaining under the stock repurchase plan.

Note 7: Income Taxes

The Company's effective tax rate is calculated quarterly based upon current assumptions relating to the full year's estimated operating results and various tax-related items. The Company's effective tax rate for the nine months ended September 30, 2013 and 2012 was (193.8)% and 38.8%, respectively. The difference between the effective tax rate of (193.8)% and the U.S. federal statutory rate of 34% for the nine months ended September 30, 2013 was primarily due to the increase of the valuation allowance on deferred tax assets. The difference between the effective tax rate of 38.8% and the U.S. federal statutory rate of 34% for the nine months ended September 30, 2012 was primarily due to the impact of state income taxes and alternative minimum tax.

The Company's deferred tax assets and their potential realizability are evaluated each quarter to determine if any changes should be made to the valuation allowance. In the quarter ended September 30, 2013, the Company increased the valuation allowance $3.5 million as a result of negative evidence, primarily, the Company incurred a year-to-date pre-tax loss where the Company had previously forecasted a profit for 2013. Actual product costs per completed display have exceeded previously estimated product costs per unit due to an increase in the amount of materials used to produce displays that meet customer specifications. This recent, negative evidence outweighs the more subjective positive evidence, indicating that it is more likely than not that all of the associated tax benefit would not be realized. With the adjustment, the Company believes that it is more likely than not that the Company will realize the benefits of its deferred tax assets, net of valuation allowances, of $5.4 million as of September 30, 2013. The Company believes its yield of saleable product will return to levels it has experienced in prior years resulting in profitability. The Company has corrected the design flaw on the new OLED deposition tool and as a result output is expected to increase. The Company's estimate of the realizability of deferred tax assets has ranged from estimating no recovery of deferred tax assets to realizing approximately $9 million in 2010 through Q2 of 2013. The Company's current estimate is likely to change based on future results. The Company's net operating loss carry forward amounts substantially expire in 2027.

Due to the Company's operating loss carryforwards, all tax years remain open to examination by the major taxing jurisdictions to which the Company is subject. In the event that the Company is assessed interest or penalties at some point in the future, it will be classified in the financial statements as tax expense.

Note 8: Commitments and Contingencies

Royalty Payments

The Company signed a license agreement on March 29, 1999 with Eastman Kodak ("Kodak'), under which it is obligated to make royalty payments. Under this agreement, the Company must pay to Kodak a minimum royalty plus a certain percentage of net sales with respect to certain products, which percentages are defined in the agreement. The percentages are on a sliding scale depending on the amount of sales generated. Any minimum royalties paid will be credited against the amounts due based on the percentage of sales. The royalty agreement terminates upon the expiration of the issued patent which is the last to expire. The Company was notified that Kodak sold substantially all rights and obligations under the Company's license agreement to Global OLED Technology ("GOT") as of December 30, 2009.

In late 2008, the Company began evaluating the status of its manufacturing process and the use of the intellectual property ("IP") associated with its license agreement. After this analysis and after making a few changes to its manufacturing process, by the end of 2008 the Company had stopped using the IP covered under the license agreement. The last royalty payment under the license agreement was made in November 2009. The Company determined that it is no longer required to pay the minimum royalty payment and as such has not paid or accrued this amount.

In April 2011, the Company received a request for royalty payments from a representative of GOT. The Company responded stating that the licenses were no longer in force and that the request for royalties was untimely. Although GOT does not agree, both parties have expressed an interest in resolving the disagreement amicably. The Company is in ongoing communication with GOT and both parties are working together to settle the issue. As of the date of this filing, no agreement has been reached. The Company estimates that the range of loss contingency is between $0 and $250 thousand.

Operating Leases

The Company leases office facilities and office, lab and factory equipment under operating leases. Certain leases provide for payments of monthly operating expenses. The Company currently has lease commitments for space in Hopewell Junction, New York, Bellevue, Washington, and Santa Clara, California.

The Company's manufacturing facilities are leased from IBM in Hopewell Junction, New York. The Company leases approximately 37,000 square feet to house its equipment for OLED microdisplay fabrication and for research and development, an assembly area and administrative offices. The lease expires May 31, 2014 with the option of extending the lease for five years. The corporate headquarters are located in Bellevue, Washington where eMagin leases approximately 6,300 square feet. The lease expires on August 31, 2014. In addition, the Company leases approximately 2,400 square feet of office space for design and product development in Santa Clara, California and the lease expires October 31, 2015.

Table of Contents

Rent expense was approximately $303 thousand and $909 thousand, respectively, for the three and nine months ended September 30, 2013 and approximately $302 thousand and $905 thousand, respectively, for the three and nine months ended September 30, 2012.

Equipment Purchase Commitments

The Company has committed to equipment purchases of approximately $1.0 million at September 30, 2013.

Note 9: Concentrations

For the three and nine months ended September 30, 2013, approximately 55% and 61%, respectively, of the Company's net revenues were derived from customers in the United States and approximately 45% and 39%, respectively, of the Company's net revenues were derived from international customers. For the three and nine months ended September 30, 2012, approximately 68% and 65%, respectively, of the Company's net revenues were derived from customers in the United States and approximately 32% and 35%, respectively, of the Company's net revenues were derived from international customers. For the three and nine months ended September 30, 2013, one customer accounted for 11% and 13%, respectively, of its net revenue. For the three months ended September 30, 2012, two customers accounted for 38% of its revenue and for the nine months ended September 30, 2012, one customer accounted for 16% of its revenue.

The following is a schedule of revenue by geographic location (in thousands):

	Three Months Ended September 30, (unaudited)		Nine Months Ended September 30, (unaudited)	
	2013	2012	2013	2012
North and South America	$ 3,469	$ 5,442	$ 13,808	$ 15,053
Europe, Middle East, and Africa	2,004	1,349	6,017	5,180
Asia Pacific	856	719	2,035	2,001
Total	$ 6,329	$ 7,510	$ 21,860	$ 22,234

The Company purchases principally all of its silicon wafers from a single supplier located in Taiwan.

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Statement of Forward-Looking Information

In this quarterly report, references to "eMagin Corporation," "eMagin," "Virtual Vision," "the Company," "we," "us," and "our" refer to eMagin Corporation and its wholly owned subsidiary, Virtual Vision, Inc.

Except for the historical information contained herein, some of the statements in this Report contain forward-looking statements that involve risks and uncertainties. These statements are found in the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operation" and "Risk Factors." They include statements concerning: our business strategy; expectations of market and customer response; liquidity and capital expenditures; future sources of revenues; expansion of our proposed product line; and trends in industry activity generally. In some cases, you can identify forward-looking statements by words such as "may," "will," "should," "expect," "plan," "could," "anticipate," "intend," "believe," "estimate," "predict," "potential," "goal," or "continue" or similar terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including, but not limited to, the risks outlined under "Risk Factors," that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. For example, assumptions that could cause actual results to vary materially from future results include, but are not limited to: our ability to successfully develop and market our products to customers; our ability to generate customer demand for our products in our target markets; the development of our target markets and market opportunities; our ability to manufacture suitable products at competitive cost; our ability to successfully launch new equipment on our manufacturing line; market pricing for our products and for competing products; the extent of increasing competition; technological developments in our target markets and the development of alternate, competing technologies in them; and sales of shares by existing shareholders. Although we believe that the expectations reflected in the forward looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Unless we are required to do so under federal securities laws or other applicable laws, we do not intend to update or revise any forward-looking statements.

Overview

In the third quarter, eMagin continued deliveries on several programs for key customers, was awarded a prized new development contract in the avionics space, and successfully addressed a problem with the OLED deposition production tool. Investments continued in developing new processes that provide ultra-high brightness displays, an important attribute for applications that are used in direct sunlight or daylight such as wearable personal headsets.

Financial Result

The third quarter financial results were driven primarily by continued activity under the large defense related programs in our business portfolio. We continued shipping large numbers of displays to BAE/Oasys under the RED-I remote viewer program and another customer for the Enhanced Night Vision Goggle and other programs. Display Beam Combiner Assemblies (DBCAs) which consist of our SVGA display combined with an optic, were delivered to our customer, ITT Exelis, for the Enhanced Night Vision Goggle II (ENVG II) program. Exelis was also awarded funding for the 3rd year of production for ENVG II. We expect DBCA deliveries to continue into 2014. Also in the quarter, we started delivering displays for a new night vision program, a key new start program for us. Lastly, we continued to ship displays for the FELIN Soldier Modernization Program in France, to a number of business units within Elbit for both their US and global programs, to FLIR in Sweden for three industrial thermal camera EVFs and to BCF Technology in Scotland for the BUG Binocular Ultrasound Goggles.

eMagin's third quarter results reflect some of the challenges we face as an R&D provider, primarily for the U.S. government, and as a leader in the developing worldwide OLED microdisplay market. Although product revenue (primarily displays) increased 7% year to date in 2013 over 2012, in the third quarter, overall revenues were lower than Q3 last year, due primarily to a $0.7 million decrease in R&D contract revenue, and a $0.5 million or 9% decrease in product revenue. However, total revenues in the first nine months of 2013 decreased 2% from last year. We believe the reason we have fewer R&D contracts this year is at least partially due to the U.S. government's sequester/budget issues. On the microdisplay side, the number of displays shipped in Q3 was about the same as Q3 last year. Manufacturing challenges, including time spent to install a fix on the new OLED deposition tool, and increased labor requirements for customers requiring additional testing on newer generation displays, prevented our achieving the production and revenue levels we had planned. We are continuing to apply personnel and other resources to further optimize the new tool to increase yield and output. Currently, the yields on both deposition tools are comparable. Manufacturing costs increased due to the costs incurred in improving the performance of the new OLED deposition tool, increased depreciation due to new equipment (primarily the new OLED deposition tool), increased manufacturing labor and the costs of concurrently running both OLED deposition tools this year as opposed to just the Satella deposition tool last year. The total Q3 gross margin of 35% was an improvement from Q2 but 14 points lower than Q3 last year, due to higher costs. Year-to-date, the total gross margin for fiscal year 2013 was also 11 points less than last year.

Table of Contents

New Business

Two key new contracts were awarded to eMagin in the quarter. eMagin was awarded a $3.5 million production contract for a new night vision program. The customer is the new sole source US Army provider of up to 24,000 thermal weapons sights for medium and heavy weapons over the next 3 years. Another key program win is a contract to develop a new high brightness display for avionics applications. This contract was awarded because of eMagin's leadership in very high brightness and high resolution displays. If successful, this new avionics display will allow the low contrast liquid crystal and CRT displays that have historically been used for avionics applications to be replaced with high contrast OLED microdisplays.

New Technology Development

In addition to beginning work on the new avionic development program outlined above, we continued work designing and building a high brightness color 2,000 by 2,000 pixel display for NAVAIR (US Navy) targeted for avionic head mounted displays and high performance portable digital goggle systems. eMagin's high brightness and high resolution technology is ideal for high performance avionics applications that require both the very high contrast and high brightness that can only be provided by OLED displays. These same qualities, high contrast coupled with high brightness, are also critical for the emerging wearable personal headset market. eMagin has undertaken an internally funded effort to develop new ultrahigh brightness OLED microdisplay technology beyond our current industry-leading color display brightness of 1000 candelas/m2.

Fiscal 2013 – Financial Outlook for the Year

Due to ongoing constraints in U.S. government spending and certain manufacturing challenges, eMagin now expects its 2013 revenues to be similar to last year. However, based on current backlog, market conditions and anticipated improvements in production, the Company expects to resume revenue growth in 2014.

At September 30, 2013, we had a total of 103 full-time and part-time employees as compared to 100 employees at December 31, 2012.

A detailed discussion of our business may be found in Part I, "Business," of our 2012 Annual Report on Form 10-K for the year ended December 31, 2012 as filed with the Securities and Exchange Commission on March 14, 2013.

CRITICAL ACCOUNTING POLICIES

Revenue and Cost Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, selling price is fixed or determinable and collection is reasonably assured. Product revenue is generally recognized when products are shipped to customers. We defer revenue recognition on products sold directly to the consumer with a maximum thirty day right of return. Revenue is recognized upon the expiration of the right of return.

We also earn revenues from certain R&D activities (contract revenues) under both firm fixed-price contracts and cost-type contracts. Revenues relating to firm fixed-price contracts and cost-type contracts are generally recognized on the percentage-of-completion method of accounting as costs are incurred (cost-to-cost basis). Progress is generally based on a cost-to-cost approach however an alternative method may be used such as physical progress, labor hours or others depending on the type of contract. Physical progress is determined as a combination of input and output measures as deemed appropriate by the circumstances. Contract costs include all direct material and labor costs and an allocation of allowable indirect costs as defined by each

contract, as periodically adjusted to reflect revised agreed upon rates. These rates are subject to audit by the other party.

Income Taxes

Our deferred tax assets and their potential realizability are evaluated each quarter to determine if any changes should be made to the valuation allowance. In the quarter ended September 30, 2013, we increased the valuation allowance $3.5 million as a result of negative evidence, primarily, we have incurred a year-to-date pre-tax loss where we had previously forecasted a profit for 2013. Actual product costs per completed display have exceeded previously estimated product costs per unit due to an increase in the amount of materials used to produce displays that meet customer specifications. This recent, negative evidence outweighs the more subjective positive evidence, indicating that it is more likely than not that all of the associated tax benefit would not be realized. With the adjustment, we believe that it is more likely than not that we will realize the benefits of our deferred tax assets, net of valuation allowances, of $5.4 million as of September 30, 2013. We believe our yield of saleable product will return to levels we have experienced in prior years resulting in profitability. We have corrected the design flaw on the new OLED deposition tool and as a result output is expected to increase. Our estimate of the realizability of deferred tax assets has ranged from estimating no recovery of deferred tax assets to realizing approximately $9 million in 2010 through Q2 of 2013. Our current estimate is likely to change based on future results. Our net operating loss carry forward amounts substantially expire in 2027.

Table of Contents

Other critical accounting policies, as described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, relate to product warranty, use of estimates, fair value of financial instruments and stock-based compensation, and additional information on accounting for income taxes.

RESULTS OF OPERATIONS

THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013 COMPARED TO THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2012

Revenues

Revenues for the three and nine months ended September 30, 2013 were approximately $6.3 million and $21.9 million, respectively, as compared to approximately $7.5 million and $22.2 million, respectively, for the three and nine months ended September 30, 2012, a decrease of approximately $1.2 million and $0.3 million, respectively, or 16% and 2%, respectively, for the three and nine month periods.

Product revenue is comprised primarily of sales of displays, as well as sales of Z800 systems, and other hardware. For the three months ended September 30, 2013, product revenue decreased approximately $0.5 million or 9% as compared to the three months ended September 30, 2012. Though we sold a similar number of displays in the third quarter of 2013 as compared to 2012, there was a different mix of products resulting in a decrease in revenue for the quarter. For the nine months ended September 30, 2013, product revenue increased approximately $1.4 million or 7% as compared to the nine months ended September 30, 2012. The increase in revenue resulted from an increase in the number of DBCA units and displays shipped which have a higher average selling price.

Contract revenue is comprised of revenue from research and development (“R&D”) or non-recurring engineering (“NRE”) contracts. For the three and nine months ended September 30, 2013, contract revenue decreased approximately $0.7 million and $1.7 million, respectively, or 53% and 60%, respectively, as compared to the three and nine months ended September 30, 2012. We had two active contracts for the three and nine months ended September 30, 2013 compared to ten and eleven active contracts, respectively, for the three and nine months ended September 30, 2012. We believe fewer R&D contracts are being awarded this year by the U.S. government agencies, the source of most of our R&D contracts historically, due to the U.S. government sequester event and budget issues.

Cost of Goods Sold

Cost of goods sold is comprised of costs of product and contract revenues. Cost of product revenue includes materials, labor and manufacturing overhead and depreciation related to our products. Cost of contract revenue includes direct and allocated indirect costs associated with performance of contracts. Cost of goods sold was approximately $4.1 million and $13.5 million, respectively, for the three and nine month periods ended September 30, 2013 as compared to approximately $3.9 million and $11.4 million, respectively, for the three and nine months ended September 30, 2012, an increase of approximately $0.2 million and approximately $2.1 million, respectively, or 6% and 18%, respectively, for the three and nine month periods. Cost of goods sold as a percentage of revenues was 65% and 62%, respectively, for the three and nine month periods ended September 30, 2013 as compared to 51% for the each of three and nine month periods ended September 30, 2012.

Table of Contents

The following table outlines product, contract and total gross profit and related gross margins for the three and nine months ended September 30, 2013 and 2012 (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(unaudited)		(unaudited)	
Product revenue gross profit	$ 1,922	$ 3,177	$ 7,850	$ 9,349
Product revenue gross margin	33%	50%	38%	49%
Contract revenue gross profit	$ 303	$ 472	$ 517	$ 1,494
Contract revenue gross margin	54%	39%	43%	50%
Total gross profit	$ 2,225	$ 3,649	$ 8,367	$ 10,843
Total gross margin	35%	49%	38%	49%

The gross profit for the three and nine months ended September 30, 2013 was approximately $2.2 million and $8.4 million, respectively, as compared to approximately $3.6 million and $10.8 million, respectively, for the three and nine months ended September 30, 2012, a decrease of approximately $1.4 million and $2.4 million, respectively, or 39% and 23%, respectively, for the three and nine month periods. For both the three and nine months ended September 30, 2013, the gross margin was 35% and 38%, respectively, as compared to 49% for both the three and nine months ended September 30, 2012.

The product gross profit for the three and nine months ended September 30, 2013 was approximately $1.9 million and $7.9 million, respectively, as compared to approximately $3.2 million and $9.3 million, respectively, for the three and nine months ended September 30, 2012, a decrease of approximately $1.3 million and $1.4 million, respectively, for the three and nine month periods. Product gross margin was 33% and 38%, respectively, for the three and nine months ended September 30, 2013 down from 50% and 49%, respectively, for the three and nine month periods ended September 30, 2012. The lower gross margin for Q3 2013 is due to higher costs, including labor costs required for production. We are incurring increased material costs due to lower yield and also due to concurrently running both deposition tools this year compared to only the Satella deposition tool in the first nine months of 2012. Depreciation expense has increased due to new equipment coming online, including the new deposition tool.

The contract gross profit was approximately $0.3 million and $0.5 million, respectively, for the three and nine months ended September 30, 2013 as compared to approximately $0.5 million and $1.5 million, respectively, for the three and nine months ended September 30, 2012, a decrease of approximately $0.2 million and $1.0 million, respectively, for the three and nine month periods. For the three months ended September 30, 2013, contract gross margin increased to 54% from 39% for the same period in 2012 and for the nine months ended September 30, 2013, contract gross margin decreased to 43% from 50% for the same period in 2012. The change in the contract gross margin is due to the nature of the contract and the amount of third party expenses incurred in fulfilling the contract.

Operating Expenses

Research and Development. Research and development expenses are company-funded and include salaries and related benefits, development materials and other costs specifically allocated to the development of new technologies and microdisplay products, OLED materials and subsystems. R&D related costs associated with fulfilling contracts are categorized as contract cost of goods sold. R&D expenses for the three and nine months ended September 30, 2013 were approximately $1.2 million and $3.9 million, respectively, or 20% and 18%, respectively, of revenue as compared to approximately $1.2 million and $3.6 million, respectively, or 16% of revenue for both the three and nine months ended September 30, 2012. The increase for the nine month period was due primarily to an increase in spend on internal research and development.

Selling, General and Administrative. Selling, general and administrative ("SG&A") expenses consist principally of salaries and related benefits, professional services fees and marketing, general corporate, and administrative expenses. Selling, general and administrative expenses for the three and nine months ended September 30, 2013 were approximately $2.0 million and $6.4 million, respectively, or 32% and 29%, respectively, of revenue as compared to approximately $1.9 million and $6.5 million, respectively, or 26% and 29%, respectively, of revenue for the three and nine months ended September 30, 2012. The increase in SG&A expenses for the three month period was related to an increase in related personnel costs offset by reduced professional fees. The decrease in SG&A expenses for the nine month period was due primarily to a decrease in stock compensation and consulting and offset by an increase in personnel costs.

Table of Contents

Other Income (Expense), net. Other income (expense), net consists primarily of interest income earned on investments, interest expense and gain on sale of assets. For the three and nine months ended September 30, 2013, interest expense was approximately $11 thousand and $32 thousand, respectively, as compared to approximately $10 thousand and $18 thousand, respectively, offset by the capitalization of interest of $13 thousand for the nine months ended September 30, 2012. We have no debt upon which we are incurring interest expense however we pay fees to keep our line of credit available. Other income for the three and nine months ended September 30, 2013 was approximately $9 thousand and $33 thousand, respectively, of interest income and $12 thousand from other income as compared to approximately $13 thousand and $32 thousand, respectively, of interest income for the three and nine months ended September 30, 2012.

Liquidity and Capital Resources

We had approximately $13.1 million of cash, cash equivalents, and investments at September 30, 2013 as compared to approximately $13.4 million at December 31, 2012. Of the $13.1 million in cash, approximately $8.3 million was invested in certificates of deposits (“CDs”) and corporate bonds.

Cash flow provided by operating activities during the nine months ended September 30, 2013 was approximately $0.1 million, attributable to our net non-cash expenses of $5.8 million offset by our net loss of approximately $5.4 million and change in operating assets and liabilities of $0.3 million. Cash flow provided by operating activities during the nine months ended September 30, 2012 was approximately $3.5 million, attributable to our net income of approximately $0.5 million, net non-cash expenses of $2.1 million and the change in operating assets and liabilities of $0.9 million.

During the nine months ended September 30, 2013 approximately $0.8 million was used to purchase equipment and was offset by net short-term investments proceeds of $0.8 million. Presently we have committed approximately $1.0 million for capital expenditures for the balance of 2013. Cash used in investing activities during the nine months ended September 30, 2012 was approximately $3.4 million of which $2.3 million purchased investments in CDs and corporate bonds and approximately $1.1 million purchased equipment primarily for upgrading our production line.

Cash provided by financing activities during the nine months ended September 30, 2013 was approximately $0.3 million of which approximately $0.34 million proceeds from the exercise of stock options was offset by $0.04 million used to purchase treasury stock. Cash used by financing activities during the nine months ended September 30, 2012 was approximately $0.1 million of which approximately $0.4 million was used to purchase treasury stock offset by proceeds from the exercise of stock options of $0.3 million.

Credit Facility

At September 30, 2013, we had a credit facility with Access Business Finance, LLC (“Access”) that provides for up to a maximum amount of $3 million based on a borrowing base equivalent of 75% of eligible accounts receivable. The interest on the credit facility is equal to the Prime Rate plus 4% but may not be less than 7.25% with a minimum monthly interest payment of $1 thousand. The credit facility will automatically renew on September 1, 2014 for a one year term unless written notice is provided. We did not draw on our credit facility during the nine months ended September 30, 2013 or at any time since its inception in September 2010 and there is no outstanding balance.

The credit facility contains the customary representations and warranties as well as affirmative and negative covenants. We were in compliance with all debt covenants as of September 30, 2013.

We expect our business to experience revenue growth which may result in higher accounts receivable levels and may require increased production and/or higher inventory levels. We anticipate that our cash needs to fund these

requirements as well as other operating or investing cash requirements over the next twelve months will be less than our current cash on hand, investments and the cash we anticipate generating from operations. We anticipate that we will not require additional funds over the next twelve months other than perhaps for discretionary capital spending. If unanticipated events arise during the next twelve months, we believe we can raise sufficient funds. However, if we are unable to obtain sufficient funds, we may have to reduce the size of our organization and/or be forced to reduce and/or curtail our production and operations, all of which could have a material adverse impact on our business prospects.

Off-Balance Sheet Arrangements

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

Table of Contents

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Market rate risk

We are exposed to market risk related to changes in interest rates.

Interest rate risk

We hold our cash in cash and cash equivalents, certificates of deposits, and corporate bonds. We do not hold derivative financial instruments or equity securities. At September 30, 2013, we have not drawn on our revolving line of credit and therefore do not have any related interest rate risk. A change in interest rates would not have had a material effect on our consolidated financial position, results of operations, or cash flows in the three and nine months ended September 30, 2013.

Foreign currency exchange rate risk

We do not have any material foreign currency exchange rate risk.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this Quarterly Report on Form 10-Q.

Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Limitations on the Effectiveness of Internal Controls.

Our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of our disclosure control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

Changes in Internal Controls.

There were no changes in our internal controls over financial reporting during the fiscal quarter ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II - OTHER INFORMATION

ITEM 1. Legal Proceedings

None.

ITEM 1A. Risk Factors

In addition to other information set forth in this Report, you should carefully consider the risk factors previously disclosed in “Item 1A to Part 1” of our Annual Report on Form 10-K for the year ended December 31, 2012. There were no material changes from the risk factors during the nine months ended September 30, 2013.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

None.

Issuer Repurchases of Equity Securities

Our common stock repurchase activity for the three months ended September 30, 2013 was a follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of the Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
July 1 through July 31, 2013	—	—	150,000	$ 2,036,478
August 1 through August 31, 2013	—	—	150,000	$ 2,036,478
September 1 through September 30, 2013	12,066	$ 2.99	162,066	$ 2,000,475

On August 24, 2011, our Board of Directors approved a stock repurchase plan authorizing a repurchase up to $2.5 million of its common stock.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

None.

ITEM 5. Other Information

None.

ITEM 6. Exhibits

31.1	Certification by Chief Executive Officer pursuant to Sarbanes Oxley Section 302 (1)
31.2	Certification by Chief Financial Officer pursuant to Sarbanes Oxley Section 302 (1)
32.1	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350 (1)
32.2	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350 (1)
101.INS	XBRL Instance Document (2)
101.SCH	XBRL Taxonomy Extension Schema Document (2)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (2)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (2)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (2)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (2)

(1) Filed herewith.
(2) Furnished herewith.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized on this 12th day of November 2013.

eMAGIN CORPORATION

By: /s/ Andrew G. Sculley
Andrew G. Sculley
Chief Executive Officer
Principal Executive Officer

By: /s/ Paul Campbell
Paul Campbell
Chief Financial Officer
Principal Accounting and
Financial Officer