

DIGIMARC CORP
Form 4
August 05, 2008

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
L-1 IDENTITY SOLUTIONS, INC.

(Last) (First) (Middle)

177 BROAD STREET, 12TH
FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DIGIMARC CORP [DMRC]

3. Date of Earliest Transaction
(Month/Day/Year)

08/02/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2008		P		19,767,699 (1)	A	\$ 12.25
					19,767,699	I	

By
Dolomite
Acquisition
Co. (2)

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

**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 control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
L-1 IDENTITY SOLUTIONS, INC. 177 BROAD STREET, 12TH FLOOR STAMFORD, CT 06901		X		
Dolomite Acquisition Co. 177 BROAD STREET, 12TH FLOOR STAMFORD, CT 06901		X		

Signatures

/s/ Robert V. LaPenta Robert V. LaPenta, Chairman, President and Chief Executive Officer, L-1 Identity Solutions, Inc.	08/05/2008
__Signature of Reporting Person	Date
/s/ Robert V. LaPenta Robert V. LaPenta, Chairman and Chief Executive Officer, Dolomite Acquisition Co.	08/05/2008
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- Reflects shares purchased in a tender offer pursuant to the terms of the Tender Offer Statement on Schedule TO, together with any amendments and supplements thereto, filed by L-1 Identity Solutions, Inc. ("L-1") and its wholly-owned subsidiary, Dolomite Acquisition Co. ("Dolomite"), with the Securities and Exchange Commission (the "SEC") on July 3, 2008. The shares (together with the
- (1) associated preferred stock purchase rights) were purchased by Dolomite at the conclusion of the offer period and include shares tendered by certain directors and officers of Digimarc (the "Supporting Stockholders") pursuant to Amended and Restated Support Agreements, dated as of June 29, 2008, entered into by L-1, Dolomite and the Supporting Stockholders, the beneficial ownership of which was previously disclosed on Form 3 filed by L-1 with the SEC on July 3, 2008.
- (2) The shares are held by Dolomite, which is a wholly-owned subsidiary of L-1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.