

DAVIS BRUCE L  
Form 4  
December 01, 2017

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAVIS BRUCE L

(Last) (First) (Middle)

9405 SW GEMINI DRIVE

(Street)

BEAVERTON, OR 97008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Digimarc CORP [DMRC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chairman and CEO

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                                  | 12/01/2017                              | 12/01/2017                                                  | M                                    | 5,000                                                                   | (A)<br>or<br>(D)<br>\$<br>14.99                                                                                    | 104,006                                                                 | D                                                                 |
| Common<br>Stock                                  | 12/01/2017                              | 12/01/2017                                                  | S                                    | 5,000<br>(1)                                                            | D<br>\$<br>36.29<br>(2)                                                                                            | 99,006                                                                  | D                                                                 |
| Common<br>Stock                                  | 12/01/2017                              | 12/01/2017                                                  | F                                    | 2,548<br>(3)                                                            | D<br>\$<br>36.25                                                                                                   | 96,458                                                                  | D                                                                 |
| Series A<br>Redeemable<br>Nonvoting<br>Preferred |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 5,000                                                                   | D                                                                 |

Stock

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Non-Qualified<br>Stock Option                       | \$ 14.99                                                              | 12/01/2017                              | 12/01/2017                                                  | M                                       |                                                                                                                 | 5,000                                                          |     | 01/02/2011                                                     | 01/02/2020         | Common<br>Stock | 5,000                      |
| Non-Qualified<br>Stock Option                       | \$ 30.01                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 01/02/2012                                                     | 01/02/2021         | Common<br>Stock | 75,000                     |
| Non-Qualified<br>Stock Option                       | \$ 27.61                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 12/04/2011                                                     | 11/04/2021         | Common<br>Stock | 100,000                    |
| Non-Qualified<br>Stock Options                      | \$ 30.5                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 09/01/2017                                                     | 09/01/2027         | Common<br>Stock | 200,000                    |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--------------------------------------------------------------|----------------------------------|
|                                                              | Director 10% Owner Officer Other |
| DAVIS BRUCE L<br>9405 SW GEMINI DRIVE<br>BEAVERTON, OR 97008 | Chairman and CEO                 |

## Signatures

Robert Chamness for Bruce  
Davis 12/01/2017

\_\_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).
- (1) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 12, 2013 and amended on December 22, 2016.
- (2) The price reported on this transaction is an average price. Shares were sold in multiple transactions at prices ranging from \$35.10 to \$37.55. If requested, the reporting person will provide full details of the sale.
- (3) Shares traded back to the Company to cover tax liability for vested restricted stock award.

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.