

DIGIMARC CORP
Form 4
August 11, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
177 BROAD STREET, 12TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2008

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

STAMFORD, CT 06901

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 08/07/2008 | | P | | 1,234,855 ⁽¹⁾ | A | \$ 12.25 | 21,766,553 | I | By Dolomite Acquisition Co. ⁽²⁾ |
| Common Stock | 08/08/2008 | | P | | 126,561 ⁽¹⁾ | A | \$ 12.25 | 21,893,114 | I | By Dolomite Acquisition Co. ⁽²⁾ |
| Common Stock | 08/11/2008 | | P | | 6,157 ⁽¹⁾ | A | \$ 12.25 | 21,899,271 | I | By Dolomite Acquisition Co. ⁽²⁾ |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/ Mark S. Molina Mark S. Molina, Executive Vice President, Chief Legal Officer and Secretary, L-1 Identity Solutions, Inc. | 08/11/2008 |
| __ Signature of Reporting Person | Date |
| /s/ Mark S. Molina Mark S. Molina, Secretary, Dolomite Acquisition Co. | 08/11/2008 |
| __ 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).
- (1) 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 on July 3, 2008. The shares (together with the associated

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preferred stock purchase rights) were purchased by Dolomite during a subsequent offer period.

(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.

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