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INTELLI CHECK INC  
Form 8-A12G  
May 28, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934  
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INTELLI-CHECK, INC.  
(Exact Name of Registrant as Specified in its Charter)

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Delaware 11-3234779  
(State of Incorporation) (I.R.S. Employer Identification No.)

246 Crossways Park West  
Woodbury, New York 11797  
(Address of Principal Executive Offices)

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Securities to be registered pursuant to Section 12(b) of the Act:

None

Securities to be registered pursuant to Section 12(g) of the Act:

Title of each class to be so purchased -----	Name of each exchange on which each class is being registered -----
Series A 8% Convertible Preferred Stock	American Stock Exchange
Warrants	American Stock Exchange

Item 1. Description of Securities to be Registered

Incorporated by reference to Amendment No. 1 to Form S-3 filed on May 27,  
2003 (File No. 333-104598).

SIGNATURE

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused the registration statement to be signed on its behalf by the undersigned, thereunder duly authorized.

INTELLI-CHECK, INC.

By: /S/ Frank Mandelbaum

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Frank Mandelbaum  
Chairman and Chief Executive Officer

Dated: May 28, 2003