

IMAGISTICS INTERNATIONAL INC
Form SC 13G/A
February 13, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

Amendment No. 2

Imagistics International, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

45247T104

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 45247T104

13G

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1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gotham Capital V, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTION BEFORE FILLING OUT!

This Amendment No. 2 on Schedule 13G (this "Amendment No. 2") amends the Amendment No. 1 to Schedule 13G which was filed on February 14, 2002 ("Amendment No. 1") with respect to the common stock, par value \$0.01 per share ("Common Stock"), of Imagistics International, Inc. (the "Company"). This Amendment No. 2 is being filed to report, among other things, that Gotham V, LLC, a Delaware limited liability company (the "Reporting Person"), holds less than 5% of the

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total outstanding Common Stock.

Item 4: Ownership:

Item 4 of Amendment No. 1 is hereby amended and restated in its entirety as follows:

A. Gotham Capital V, LLC
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- (a) Amount beneficially owned: 0
(b) Percent of class: 0.0%. The percentages used herein and in the rest of this Amendment No. 2 are calculated based upon the 18,206,057 shares of Common Stock stated to be issued and outstanding as of October 31, 2002, as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2002, filed as of November 13, 2002.
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: -0-
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition: -0-

Item 5: Ownership of Five Percent or Less of a Class:

Item 5 of Amendment No. 1 is hereby amended and restated in its entirety as follows:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 10: Certification:

The Reporting Person hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2003

GOTHAM CAPITAL V, LLC

By: /s/ Joel M. Greenblatt

Name: Joel M. Greenblatt

Title: Manager

[SIGNATURE PAGE TO
AMENDMENT NO. 2 TO SCHEDULE 13G
WITH RESPECT TO IMAGISTICS INTERNATIONAL, INC.]