

DIGIMARC CORP
Form 4
August 13, 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

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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)

08/12/2008

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	08/12/2008		P		46,768 ⁽¹⁾	A	\$ 12.25	21,934,781	I	By Dolomite Acquisition Co. ⁽²⁾
Common Stock	08/13/2008		P		4,245,122 ⁽³⁾	A	\$ 12.25	26,179,903 ⁽⁴⁾	I	By Dolomite Acquisition Co. ⁽²⁾
Common Stock	08/13/2008		J		2,908,878 ⁽⁵⁾	A	\$ 12.25	1,000 ⁽⁶⁾	D	

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 Following Transaction (Instr. 10)
				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.

08/13/2008

__Signature of Reporting Person

Date

/s/ Robert V. LaPenta Robert V. LaPenta, Chairman and Chief Executive Officer, Dolomite
Acquisition Co.

08/13/2008

__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 (the "Tender Offer"), 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

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associated preferred stock purchase rights) were purchased by Dolomite during a subsequent offer period (the "Subsequent Offer Period").

- (2) The shares are held by Dolomite, which is a wholly-owned subsidiary of L-1.

- (3) Reflects 158,388 shares purchased by Dolomite during the Subsequent Offer Period of the Tender Offer and 4,086,734 shares purchased by Dolomite pursuant to the exercise of the "top-up" option provided for in the Amended and Restated Agreement and Plan of Merger, dated as of June 29, 2008, by and among L-1, Dolomite and Digimarc Corporation, as amended by Amendment No.1, dated as of July 17, 2008.

- (4) On August 13, 2008, at the effective time of the merger of Dolomite with and into Digimarc (the "Merger"), these shares were cancelled and ceased to exist.

- (5) Reflects all of the outstanding shares of Digimarc not tendered in the offer and deemed acquired by L-1 and Dolomite pursuant to the consummation of the Merger. At the effective time of the Merger, these shares were cancelled and ceased to exist.

- (6) Prior to the Merger, L-1 held 1,000 shares of the common stock of Dolomite, par value \$0.001 per share, which shares represented all of the issued and outstanding capital stock of Dolomite. Upon the consummation of the Merger, each share of Dolomite held by L-1 was converted into one share of Digimarc. Dolomite's separate corporate existence ceased and Digimarc survived the Merger as a direct, 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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