

Digimarc CORP
Form SC 13G/A
February 13, 2018

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(b), (c) AND (d) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(b)**

(Amendment No. 1)*

Digimarc Corporation

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

25381B101

(CUSIP Number)

Malcolm P. Fairbairn

c/o Valley High Capital LLC

10 Orinda View Road

Orinda, CA 94563

(415) 217-8300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2017

(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)

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- x Rule 13d-1(c)
- o 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 in 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).

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1. Name of Reporting Persons
Malcolm P. Fairbairn
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
22,227
6. Shared Voting Power
595,807
7. Sole Dispositive Power
22,227
8. Shared Dispositive Power
595,807
9. Aggregate Amount Beneficially Owned by Each Reporting Person
618,034
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
5.3%
12. Type of Reporting Person
IN, HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

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1. Name of Reporting Persons
Emily Fairbairn
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
- | | | |
|--|----|-------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. | Sole Voting Power 2,346 |
| | 6. | Shared Voting Power 595,807 |
| | 7. | Sole Dispositive Power 2,346 |
| | 8. | Shared Dispositive Power 595,807 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
598,153
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
5.1%
12. Type of Reporting Person
IN, HC

CUSIP No. 25381B101

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- | | |
|-----|---|
| 1. | Name of Reporting Persons Valley High Limited Partnership |
| 2. | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization Nevada |
| 5. | Sole Voting Power 0 |
| 6. | Shared Voting Power 591,207 |
| 7. | Sole Dispositive Power 0 |
| 8. | Shared Dispositive Power 591,207 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 591,207 |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9) 5.1% |
| 12. | Type of Reporting Person PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

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- | | | |
|-----|--|-----------------------|
| 1. | Name of Reporting Persons Valley High Capital LLC | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization California | |
| 5. | Sole Voting Power | 0 |
| 6. | Shared Voting Power | 591,207 |
| 7. | Sole Dispositive Power | 0 |
| 8. | Shared Dispositive Power | 591,207 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 591,207 |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9) | 5.1% |
| 12. | Type of Reporting Person | HC,OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

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1. Name of Reporting Persons
Grant Fairbairn Irrevocable Trust September 30, 2011
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
- | | | |
|--|----|-----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 2,100 |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 2,100 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,100
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
0.02%
12. Type of Reporting Person
OO

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- | | |
|-----|---|
| 1. | Name of Reporting Persons Nina Fairbairn Irrevocable Trust September 30, 2011 |
| 2. | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization |
| 5. | Sole Voting Power 0 |
| 6. | Shared Voting Power 2,500 |
| 7. | Sole Dispositive Power 0 |
| 8. | Shared Dispositive Power 2,500 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,500 |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9) 0.02% |
| 12. | Type of Reporting Person OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

Item 1.

- (a) Name of Issuer:
Digimarc Corporation
- (b) Address of Issuer's Principal Executive Offices:
9405 SW Gemini Drive, Beavertown, Oregon 97008

Item 2.

- (a) Names of Persons Filing:

This Statement is filed on behalf of each of the following persons (collectively, the Reporting Persons):

- i) Malcolm P. Fairbairn;
- ii) Emily Fairbairn;
- iii) Valley High Limited Partnership (VHLP);
- iv) Valley High Capital LLC (VHCLLC);
- v) Grant Fairbairn Irrevocable Trust September 30, 2011 (GF Trust); and
- vi) Nina Fairbairn Irrevocable Trust September 30, 2011 (NF Trust).

- (b) Address of Principal Business Office or, if none, Residence:
The address of the principal business office of each of the Reporting Persons is 10 Orinda View Road, Orinda, CA 94563.
- (c) Citizenship:
See Cover Page, Item 4.
- (d) Title of Class of Securities:
Common Stock, par value \$0.001 per share (the Shares).
- (e) CUSIP No.:
25381B101

Item 3.

Statement filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c):
This Item 3 is not applicable.

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Item 4. Ownership

Item 4(a) Amount Beneficially Owned:

As of February 13, 2018: (i) Malcolm P. Fairbairn may have been deemed the beneficial owner of 618,034 Shares; (ii) Emily Fairbairn may have been deemed the beneficial owner of 598,153 Shares; (iii) VHLP and VHCLLC may each have been deemed the beneficial owner of 591,207 Shares; (iv) GF Trust may have been deemed the beneficial owner of 2,100 Shares; and (v) NF Trust may have been deemed the beneficial owner of 2,500 Shares.

Item 4(b) Percent of Class:

There are approximately 11,655,034 Shares outstanding according to the Issuer's 424B5 filed November 13, 2017. As of February 13, 2018: (i) Malcolm P. Fairbairn may have been deemed the beneficial owner of approximately 5.3% of Shares outstanding; (ii) Emily Fairbairn may have been deemed the beneficial owner of approximately 5.1% of Shares outstanding; (iii) VHLP and VHCLLC may each have been deemed the beneficial owner of approximately 5.1% of Shares outstanding; (iv) GF Trust may have been deemed the beneficial owner of approximately 0.02% of Shares outstanding; and (v) NF Trust may have been deemed the beneficial owner of approximately 0.02% of Shares outstanding.

Item 4(c) Number of Shares of which such person has:

Malcolm P. Fairbairn:

| | | |
|-------|---|---------|
| (i) | Sole power to vote or direct the vote: | 22,227 |
| (ii) | Shared power to vote or direct the vote: | 595,807 |
| (iii) | Sole power to dispose or direct the disposition | 22,227 |
| | of: | |
| (iv) | Shared power to dispose or direct the disposition | 595,807 |
| | of: | |

Emily Fairbairn:

| | | |
|-------|---|---------|
| (i) | Sole power to vote or direct the vote: | 2,346 |
| (ii) | Shared power to vote or direct the vote: | 595,807 |
| (iii) | Sole power to dispose or direct the disposition | 2,346 |
| | of: | |
| (iv) | Shared power to dispose or direct the disposition | 595,807 |
| | of: | |

VHLP and VHCLLC:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 591,207
- (iii) Sole power to dispose or direct the disposition of: 0
- (iv) Shared power to dispose or direct the disposition of: 591,207

GF Trust:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 2,100
- (iii) Sole power to dispose or direct the disposition of: 0
- (iv) Shared power to dispose or direct the disposition of: 2,100

NF Trust:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 2,500
- (iii) Sole power to dispose or direct the disposition of: 0
- (iv) Shared power to dispose or direct the disposition of: 2,500

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

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 box.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

This Item 6 is not applicable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group.

This Item 8 is not applicable

Item 9. Notice of Dissolution of Group.

This Item 9 is not applicable.

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Item 10. Certifications.

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.

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, 2018

MALCOLM P. FAIRBAIRN

/s/Malcolm P. Fairbairn

EMILY FAIRBAIRN

/s/Emily Fairbairn

VALLEY HIGH LIMITED PARTNERSHIP

By: Valley High Capital LLC

By: /s/Malcolm P. Fairbairn
Name: Malcolm Fairbairn
Title: Managing Member

VALLEY HIGH CAPITAL LLC

By: /s/Malcolm P. Fairbairn
Name: Malcolm Fairbairn
Title: Managing Member

**GRANT FAIRBAIRN IRREVOCABLE TRUST
SEPTEMBER 30, 2011**

By: /s/Malcolm P. Fairbairn
Name: Malcolm Fairbairn
Title: Trustee

**NINA FAIRBAIRN IRREVOCABLE TRUST
SEPTEMBER 30, 2011**

By: /s/Malcolm P. Fairbairn

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| | |
|--------|-------------------|
| Name: | Malcolm Fairbairn |
| Title: | Trustee |

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INDEX TO EXHIBITS

Exhibits.

Exhibit 99.1 Joint Filing Agreement by and between the Reporting Persons dated February 13, 2018

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