DIGIMARC CORP
Form 4
August 13, 2008

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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.

(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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

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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.