

Edgar Filing: WITMER ASSET MANAGEMENT - Form SC 13G/A

WITMER ASSET MANAGEMENT
Form SC 13G/A
February 14, 2006

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1) *

Imagistics International Inc.

(Name of Issuer)

Shares of Common stock, par value \$.01 per share

(Title of Class of Securities)

45247T104

(CUSIP Number)

December 31, 2005

(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 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).

1. Names of Reporting Persons
I.R.S. Identification Nos. of above Persons (entities only).

Witmer Asset Management, LLC 13-3735486
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)
3. SEC Use Only

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4. Citizenship or Place of Organization

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. Sole Voting Power

0

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 (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

CO

1. Names of Reporting Persons

I.R.S. Identification Nos. of above Persons (entities only).

Charles H. Witmer

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. Sole Voting Power

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- 0
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 (See Instructions)
- []
11. Percent of Class Represented by Amount in Row (9)
- 0%
12. Type of Reporting Person (See Instructions)
- IN
1. Names of Reporting Persons
I.R.S. Identification Nos. of above Persons (entities only).

Meryl B. Witmer
2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) []
(b) [X]
3. SEC Use Only
4. Citizenship or Place of Organization
- U.S.A.
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. Sole Voting Power
- 0
6. Shared Voting Power
- 0
7. Sole Dispositive Power

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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 (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

IN

Item 1. Name of Issuer

(a) Name of Issuer:

Imagistics International Inc.

(b) Address of Issuer's Principal Executive Offices:

100 Oakview Drive
Trumbull, CT 06611

Item 2. Name of Person Filing

(a) Name:

Witmer Asset Management, LLC
Charles H. Witmer
Meryl B. Witmer

(b) Address of Principal Business Office:

237 Park Avenue, Suite 800
New York, New York 10017

(c) Citizenship:

Delaware
U.S.A.
U.S.A.

(d) Title of Class of Securities:

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Shares of Common stock, par value \$.01 per share

(e) CUSIP Number:

45247T104

Item 3. If this statement is filed pursuant to ss. 240.13d-1(b) or ss. 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in section 3(a)(6) of the Act.
- (c) Insurance company as defined in section 3(a)(19) of the Act.
- (d) Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with ss. 240.13(d)-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with ss. 240.13d-1(b)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
- (j) Group, in accordance with ss. 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount Beneficially Owned:

Witmer Asset Management, LLC 0 shares
Charles H. Witmer 0 shares
Meryl B. Witmer 0 shares

(b) Percent of Class:

Witmer Asset Management, LLC 0%
Charles H. Witmer 0%
Meryl B. Witmer 0%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

Witmer Asset Management, LLC 0 shares
Charles H. Witmer 0 shares
Meryl B. Witmer 0 shares

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(ii) shared power to vote or to direct the vote:

Witmer Asset Management, LLC 0 shares
Charles H. Witmer 0 shares
Meryl B. Witmer 0 shares

(iii) sole power to dispose or to direct the disposition of:

Witmer Asset Management, LLC 0 shares
Charles H. Witmer 0 shares
Meryl B. Witmer 0 shares

(iv) shared power to dispose or to direct the disposition of:

Witmer Asset Management, LLC 0 shares
Charles H. Witmer 0 shares
Meryl B. Witmer 0 shares

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: [X]

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

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Member of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

The following certification shall be included if the statement is filed pursuant to ss.240.13d-1(c):

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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Exhibits Exhibit 1

Joint Filing Agreement dated February 14, 2006 among Witmer Asset Management, LLC, Charles H. Witmer and Meryl B. Witmer.

SIGNATURES

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 14, 2006

Witmer Asset Management, LLC

/s/ Charles H. Witmer *

Name: Charles H. Witmer
Title: Managing Member

Dated: February 14, 2006

/s/ Charles H. Witmer *

Charles H. Witmer

Dated: February 14, 2006

/s/ Meryl B. Witmer *

Meryl B. Witmer

* The reporting persons hereby disclaim beneficial ownership over the shares reported on this 13G to the extent of their pecuniary interest therein.

Exhibit 1

Joint Filing Statement

Statement Pursuant to Rule 13d-1(k)(1)

The undersigned agree that this Amendment No. 1 to Schedule 13G dated February 14, 2006 relating to the Common Stock of Imagistics International Inc. shall be filed on behalf of the undersigned.

Dated: February 14, 2006

Witmer Asset Management, LLC

/s/ Charles H. Witmer

Name: Charles H. Witmer
Title: Managing Member

Dated: February 14, 2006

/s/ Charles H. Witmer

Charles H. Witmer

Dated: February 14, 2006

/s/ Meryl B. Witmer

Meryl B. Witmer

00124.0001 #545038