

DIGIMARC CORP  
Form 8-A12G/A  
July 03, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**DIGIMARC CORPORATION**

(Exact name of registrant as specified in its charter)

**Digimarc**  
(State of incorporation or organization)

**9405 SW Gemini Drive, Beaverton Oregon**  
(Address of principal executive offices)

**94-3342784**  
(I.R.S. Employer Identification No.)

**97008**  
(Zip code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **Not applicable**

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Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered                                 | Name of Each Exchange on Which Each Class is to be Registered |
|---|---|
| Series A Preferred Stock, par value \$.001 per share<br>Purchase Rights | The Nasdaq Global Market                                      |

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered**

Digimarc Corporation (the Company) entered into a Second Amendment to Rights Agreement, effective as of June 29, 2008 (the Rights Amendment), with Computershare Trust Company N.A. (formerly EquiServe Trust Company, N.A.) to amend the Rights Agreement dated as of November 17, 2004, as amended by a First Amendment of Rights Agreement effective as of March 23, 2008 (as amended, the Rights Agreement). The Rights Amendment renders the preferred stock purchase rights (the Rights) inapplicable to the Offer, the Merger and the other transactions contemplated by the Amended and Restated Agreement and Plan of Merger, dated as of June 29, 2008, by and among L-1 Identity Solutions, Inc., Dolomite Acquisition Co. and the Company (the Merger Agreement). The foregoing description of the Rights Amendment does not purport to be complete and is qualified in its entirety by reference to the Rights Amendment, a copy of which is filed herewith as Exhibit 1 and incorporated herein by this reference. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Merger Agreement.

**Item 2. Exhibits**

| <b>Exhibit Number</b> | <b>Exhibit Title</b>   |
|-----------------------|--|
| 1                     | Second Amendment to Rights Agreement, effective as of June 29, 2008 between the Company and Computershare Trust Company N.A. (formerly EquiServe Trust Company, N.A.) (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated and filed July 3, 2008). |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

DIGIMARC CORPORATION

By: /s/ Robert Chamness  
Name: Robert Chamness  
Title: Chief Legal Officer and Secretary

Dated: July 3, 2008

**EXHIBIT INDEX**

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