

L-1 IDENTITY SOLUTIONS, INC.

Form 8-K/A

October 01, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

---

## FORM 8-K/A

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **August 13, 2008**

## L-1 IDENTITY SOLUTIONS, INC.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

**001-33002**

**02-08087887**

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**177 Broad Street, Stamford, Connecticut 06901**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(203) 504-1100**

Edgar Filing: L-1 IDENTITY SOLUTIONS, INC. - Form 8-K/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Explanatory Note

On August 14, 2008, L-1 Identity Solutions, Inc., a Delaware corporation (“L-1”), filed a Current Report on Form 8-K (the “Form 8-K”) to report the closing of its acquisition of Digimarc Corporation, a Delaware corporation (“Digimarc”), through the merger of Dolomite Acquisition Co., a Delaware corporation and wholly-owned subsidiary of L-1 (“Merger Sub”), with and into Digimarc (now known as L-1 Secure Credentialing, Inc.) (the “Merger”), pursuant to an Amended and Restated Agreement and Plan of Merger, dated June 29, 2008, by and among L-1, Merger Sub and Digimarc, as amended. As a result of the Merger, Digimarc is now a wholly-owned subsidiary of L-1. The Merger closed and became effective on August 13, 2008. As indicated in the Form 8-K, this amendment is being filed to amend and supplement Item 9.01 to include the historical consolidated financial statements of Digimarc and unaudited pro forma condensed consolidated financial information for the combined companies required pursuant to Article 11 of Regulation S-X.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

The following consolidated financial statements of Digimarc and its subsidiaries are attached hereto as Exhibits 99.1 and 99.2 and are incorporated in their entirety into this Item 9.01(a) by reference:

- (1) audited consolidated balance sheets as of December 31, 2007 and 2006, audited consolidated statements of operations for the years ended December 31, 2007, 2006 and 2005, audited consolidated statements of stockholders’ equity for the years ended December 31, 2007, 2006 and 2005 and audited consolidated statements of cash flows for the years ended December 31, 2007, 2006 and 2005, with a report by Grant Thornton LLP; and
- (2) unaudited consolidated balance sheets as of June 30, 2008 and December 31, 2007, unaudited consolidated statements of operations for the three and six months ended June 30, 2008 and 2007, unaudited consolidated statements of stockholders’ equity as of June 30, 2008 and December 31, 2007 and unaudited consolidated statements of cash flows for the six months ended June 30, 2008 and 2007, in each case prepared in accordance with accounting principles generally accepted in the United States of America.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed consolidated financial information of L-1 as of and for the six months ended June 30, 2008 and for the year ended December 31, 2007 is attached hereto as Exhibit 99.3 and is incorporated in its entirety into this Item 9.01(b) by reference. The unaudited pro forma condensed consolidated financial information is a presentation of historical results with accounting adjustments necessary to reflect the estimated pro forma effect of L-1’s acquisition of Digimarc on the financial position and results of operations of L-1 and is presented for informational purposes only. The unaudited pro forma condensed consolidated financial information does not reflect the effects of any anticipated changes to be made by L-1 to the

---

## Edgar Filing: L-1 IDENTITY SOLUTIONS, INC. - Form 8-K/A

operations of the combined companies, including synergies and cost savings, and does not include one time charges expected to result from the Merger. The unaudited pro forma condensed consolidated financial information should not be construed to be indicative of L-1's future results of operations or financial position.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	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 Digimarc Corporation (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by L-1 with the SEC on July 3, 2008).
2.1(a)	Amendment No. 1 to Amended and Restated Agreement and Plan of Merger, dated July 17, 2008, by and among L-1 Identity Solutions, Inc., Dolomite Acquisition Co. and Digimarc Corporation (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by L-1 with the SEC on July 17, 2008).
23.1	Consent of Independent Registered Public Accounting Firm.
99.1	Consolidated financial statements of Digimarc Corporation (now known as L-1 Secure Credentialing, Inc.) as of December 31, 2007 and 2006, and for the years ended December 31, 2007, 2006 and 2005.
99.2	Unaudited consolidated financial statements of Digimarc Corporation (now known as L-1 Secure Credentialing, Inc.) as of June 30, 2008 and December 31, 2007, and for the three and six months ended June 30, 2008 and 2007.
99.3	Unaudited pro forma condensed consolidated financial statements as of and for the six months ended June 30, 2008 and for the year ended December 31, 2007.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 1, 2008

**L-1 IDENTITY SOLUTIONS, INC.**

By: /s/ Robert V. LaPenta  
Robert V. LaPenta  
Chairman, President and Chief Executive Officer

---

Edgar Filing: L-1 IDENTITY SOLUTIONS, INC. - Form 8-K/A

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
2.1	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 Digimarc Corporation (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by L-1 with the SEC on July 3, 2008).
2.1(a)	Amendment No. 1 to Amended and Restated Agreement and Plan of Merger, dated July 17, 2008, by and among L-1 Identity Solutions, Inc., Dolomite Acquisition Co. and Digimarc Corporation (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by L-1 with the SEC on July 17, 2008).
23.1	Consent of Independent Registered Public Accounting Firm.
99.1	Consolidated financial statements of Digimarc Corporation (now known as L-1 Secure Credentialing, Inc.) as of December 31, 2007 and 2006, and for the years ended December 31, 2007, 2006 and 2005.
99.2	Unaudited consolidated financial statements of Digimarc Corporation (now known as L-1 Secure Credentialing, Inc.) as of June 30, 2008 and December 31, 2007, and for the three and six months ended June 30, 2008 and 2007.
99.3	Unaudited pro forma condensed consolidated financial statements as of and for the six months ended June 30, 2008 and for the year ended December 31, 2007.