

DIGIMARC CORP  
Form 8-K  
February 15, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **February 14, 2005**

**Digimarc Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-28317**  
(Commission  
File Number)

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

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

**97008**  
(Zip Code)

Registrant's telephone number, including area code: **(503) 469-4800**

**N/A**  
(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

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The Company previously reported that it had received a notice from the Nasdaq Listing Qualifications Panel (the Nasdaq Panel ) stating that the Nasdaq Panel had determined to continue the listing of the Company s common stock on the Nasdaq National Market, provided that the Company filed its Form 10-Q for the third quarter of 2004 on or before February 15, 2005.

On February 14, 2005, the Nasdaq Panel notified the Company that the Nasdaq Panel had granted the Company s request to extend the current deadline of February 15, 2005 to March 16, 2005 to file the Company s Form 10-Q for the third quarter of 2004. The Company sought the extension in order to align the filing of its Form 10-Q for the third quarter of 2004 with the filing of its Form 10-K for the fiscal year ended December 31, 2004.

Nasdaq Marketplace Rule 4310(c)(14) requires the Company to make on a timely basis all filings with the Securities and Exchange Commission required by the Securities Exchange Act of 1934. The Company has not yet filed its Form 10-Q for the third quarter of 2004 that was due on November 9, 2004. The Nasdaq Panel s decision provides the Company with an exception to the foregoing requirement with respect to the timely filing of the Company s Form 10-Q for the third quarter of 2004.

The Company issued a press release on February 14, 2005 regarding the Nasdaq Panel s decision. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

### **Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release issued by Digimarc Corporation, dated February 14, 2005. |

**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.

**DIGIMARC CORPORATION**

Dated: February 14, 2005

By: /s/ Michael McConnell  
Michael McConnell  
Chief Financial Officer and Treasurer

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
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