

IMAGISTICS INTERNATIONAL INC  
Form SC14D9C  
September 16, 2005

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14D-9**  
(RULE 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT**  
**UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT**  
**OF 1934**

**IMAGISTICS INTERNATIONAL INC.**  
(Name of Subject Company)

**IMAGISTICS INTERNATIONAL INC.**  
(Name of Person(s) Filing Statement)

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**  
**(including the associated preferred stock purchase rights)**  
(Title of Class of Securities)

**45247T104**  
(CUSIP Number of Class of Securities)

**Mark S. Flynn**  
**Vice President, General Counsel and Secretary**  
**100 Oakview Drive**  
**Trumbull, Connecticut 06611**  
**(203) 365-7000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

*With a Copy to:*

**Louis L. Goldberg**  
**Davis Polk & Wardwell**  
**450 Lexington Avenue**  
**New York, NY 10017**  
**(212) 450-4000**

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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