

DIGIMARC CORP  
Form 8-K  
November 08, 2004

## 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): **November 8, 2004**

## 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**

**19801 SW 72nd Avenue, Suite 250, Tualatin, Oregon 97062**  
(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):

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

- 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 2.02. Results of Operations and Financial Condition.**

On November 8, 2004, Digimarc Corporation (the Company ) announced via press release that the filing of its Form 10-Q for the quarter ended September 30, 2004 will be delayed beyond the Securities and Exchange Commission s filing deadline of November 9, 2004 in order to provide additional time for the Company and its independent auditors to finalize a review of accounting for software development and project costs at its Digimarc ID Systems business unit and that the Company anticipates that its accounting errors will require a restatement of certain prior period financial statements for 2003 and 2004, but the Company has not yet reached a conclusion as to whether the impact on quarterly periods within 2002 will warrant a restatement. 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 November 8, 2004, regarding the delayed filing of its Form 10-Q.

**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: November 8, 2004

By: */s/ Michael McConnell*  
Michael McConnell  
Chief Financial Officer

**Exhibit Index**

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