

Edgar Filing: MANDELBAUM FRANK - Form SC 13G

MANDELBAUM FRANK  
Form SC 13G  
February 03, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULES 13d-1(b), (c) AND (d) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b) (1)

Intelli-Check, Inc.

-----  
(Name of Issuer)

Common Stock, \$.001 par value

-----  
(Title of Class of Securities)

45817G 102

-----  
(CUSIP Number)

December 31, 2005

-----  
Date of Event which Requires Filing of this Statement

Frank Mandelbaum

-----  
Name of Filer

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

-----  
1 The remainder of this cover page shall be filled out for a  
reporting person's initial filing on this form with respect to the subject class  
of securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page  
shall not be deemed to be "filed" for the purpose of Section 18 of the  
Securities Exchange Act of 1934 or otherwise subject to the liabilities of that  
section of the Act but shall be subject to all other provisions of the Act  
(however, see the Notes).

CUSIP No. 45817G102

1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

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Frank Mandelbaum

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER:	1,648,005*
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6. SHARED VOTING POWER: N/A

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7. SOLE DISPOSITIVE POWER: 1,648,005\*

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8. SHARED DISPOSITIVE POWER: N/A

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,648,005\*  
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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.55%\*  
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12. TYPE OF REPORTING PERSON

IN  
-----

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\* Amount includes 1,074,428 options and rights held by Mr. Mandelbaum, which are exercisable within the next 60 days. The amount does not include 9,000 shares and 880 rights held by Mr. Mandelbaum's wife, to which Mr. Mandelbaum disclaims beneficial ownership.

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Item 1(a). Name of Issuer:

Intelli-Check, Inc.  
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Item 1(b). Address of Issuer's Principal Executive Offices:  
246 Crossways Park West  
Woodbury, New York 11797  
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Item 2(a). Name of Person Filing:  
Frank Mandelbaum  
-----

Item 2(b). Address of Principal Business Office or, if None, Residence:  
246 Crossways Park West  
Woodbury, New York 11797  
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Item 2(c). Citizenship:  
United States  
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Item 2(d). Title of Class of Securities:  
Common Stock, \$.001 par value  
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Item 2(e) CUSIP Number:  
45817G102  
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Item 3. If this statement is filed pursuant to Rules 13d-1(b), or  
13d-2(b), check whether the person filing is a:  
Not Applicable  
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

1,648,005\*

(b) Percent of class:

12.55%\*

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 1,648,005\*

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- (ii) Shared power to vote or to direct the vote: N/A
- (iii) Sole power to dispose or to direct the disposition of:  
1,648,005\*
- (iv) Shared power to dispose or direct the disposition of: N/A

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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\* Amount includes 1,074,428 options and rights held by Mr. Mandelbaum, which are exercisable within the next 60 days. The amount does not include 9,000 shares and 880 rights held by Mr. Mandelbaum's wife, to which Mr. Mandelbaum disclaims beneficial ownership.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 3, 2006

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(Date)

/s/ Frank Mandelbaum

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Frank Mandelbaum

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or

printed beneath his signature.