

EMAGIN CORP
Form 4
April 16, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GINOLA LTD

(Last) (First) (Middle)

C/O OGIER, WHITELEY
CHAMBERS, DON STREET, ST.
HELIER

(Street)

JERSEY CHANNEL ISLANDS JE4
9WG

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMAGIN CORP [EMAN]

3. Date of Earliest Transaction
(Month/Day/Year)
04/14/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
				Code	V				Amount
Common Stock	04/14/2010		X		A (1)	\$ 2.5	604,099	D	
Common Stock	04/14/2010		S		D (1)	\$ 4.25	586,603	D	
Common Stock	04/14/2010		X		A (2)	\$ 1.13	706,796	D	
Common Stock	04/14/2010		S		D (2)	\$ 4.25	674,838	D	
	04/14/2010		X				1,421,504	D	

Edgar Filing: EMAGIN CORP - Form 4

Common Stock				<u>A</u>	\$				
				<u>(3)</u>	1.03				
Common Stock	04/14/2010	S	180,957	<u>D</u>	\$	1,240,547	D		
				<u>(3)</u>	4.25				
Common Stock	04/14/2010	X	29,742	<u>A</u>	\$ 2.5	305,826	I		By Rainbow Gate Corporation <u>(5)</u>
				<u>(4)</u>					
Common Stock	04/14/2010	S	17,496	<u>D</u>	\$	288,330	I		By Rainbow Gate Corporation <u>(5)</u>
				<u>(4)</u>	4.25				
Common Stock	04/14/2010	X	653,333	<u>A</u>	\$	941,663	I		By Rainbow Gate Corporation <u>(5)</u>
				<u>(6)</u>	1.03				
Common Stock	04/14/2010	S	158,338	<u>D</u>	\$	783,325	I		By Rainbow Gate Corporation <u>(5)</u>
				<u>(6)</u>	4.25				
Common Stock	04/14/2010	X	120,193	<u>A</u>	\$	404,929	I		By Crestflower Corporation <u>(8)</u>
				<u>(7)</u>	1.13				
Common Stock	04/14/2010	S	31,958	<u>D</u>	\$	372,971	I		By Crestflower Corporation <u>(8)</u>
				<u>(7)</u>	4.25				
Common Stock	04/14/2010	X	32,540	<u>A</u>	\$ 2.5	97,620	I		By Mount Union Corp. <u>(8)</u>
				<u>(9)</u>					
Common Stock	04/14/2010	S	19,142	<u>D</u>	\$	78,478	I		By Mount Union Corp. <u>(8)</u>
				<u>(9)</u>	4.25				
Common Stock						57,372	I		By Chelsea Trust Company, as Trustee <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Edgar Filing: EMAGIN CORP - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Purchase Warrants (right to buy)	\$ 2.5	04/14/2010		X		29,742	11/03/2004	04/25/2010	Common Stock	29,742
Stock Purchase Warrants (right to buy)	\$ 1.13	04/14/2010		X		120,193	04/02/2008	04/02/2013	Common Stock	120,193
Stock Purchase Warrants (right to buy)	\$ 1.03	04/14/2010		X		746,666	07/23/2007	07/21/2011	Common Stock	746,666
Stock Purchase Warrants (right to buy)	\$ 2.5	04/14/2010		X		29,742	11/03/2004	04/25/2010	Common Stock	29,742
Stock Purchase Warrants (right to buy)	\$ 1.03	04/14/2010		X		653,333	07/23/2007	07/21/2011	Common Stock	653,333
Stock Purchase Warrants (right to buy)	\$ 1.13	04/14/2010		X		120,193	04/02/2008	04/02/2013	Common Stock	120,193
Stock Purchase Warrants (right to buy)	\$ 2.5	04/14/2010		X		32,540	11/03/2004	04/25/2010	Common Stock	32,540

Series B Convertible Preferred Stock	\$ 0.75 ⁽¹⁰⁾	12/22/2008	<u>(10)(11)</u>	Common Stock	1,07
Series B Convertible Preferred Stock	\$ 0.75 ⁽¹⁰⁾	12/22/2008	<u>(10)(11)</u>	Common Stock	93
Stock Purchase Warrants (right to buy)	\$ 10 ⁽¹²⁾	10/26/2008	10/20/2010	Common Stock	54
Stock Purchase Warrants (right to buy)	\$ 10 ⁽¹²⁾	10/26/2008	10/20/2010	Common Stock	27

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GINOLA LTD C/O OGIER, WHITELEY CHAMBERS, DON STREET ST. HELIER JERSEY CHANNEL ISLANDS JE4 9WG			X	

Signatures

/s/ Jonathan White, Director of Ginola
Limited 04/16/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reporting Person elected to do a cashless exercise of its Series F Warrant pursuant to Section 3(d) of such warrant because the requirements of such section were met due to the Issuer failing to have an effective registration statement covering the underlying shares of such warrant.
 - (2) Reporting Person elected to do a cashless exercise of Warrant No. 326 pursuant to Section 10(b) of such warrant because the requirements of such section were met due to the Issuer failing to have an effective registration statement covering the underlying shares of such warrant.
 - (3) Reporting Person elected to do a cashless exercise of Warrant No. ARW-311 pursuant to Section 2(b) of such warrant because the requirements of such section were met due to the Issuer failing to have an effective registration statement covering the underlying shares of such warrant.
 - (4) Rainbow Gate Corporation elected to do a cashless exercise of its Series F Warrant pursuant to Section 3(d) of such warrant because the requirements of such section were met due to the Issuer failing to have an effective registration statement covering the underlying shares

Edgar Filing: EMAGIN CORP - Form 4

of such warrant.

- (5) These securities are owned by Rainbow Gate Corporation. The shareholder of the Reporting Person is also the same shareholder of Rainbow Gate Corporation.
- (6) Rainbow Gate Corporation elected to do a cashless exercise of Warrant No. ARW-310 pursuant to Section 2(b) of such warrant because the requirements of such section were met due to the Issuer failing to have an effective registration statement covering the underlying shares of such warrant.
- (7) Crestflower Corporation elected to do a cashless exercise of Warrant No. 327 pursuant to Section 10(b) of such warrant because the requirements of such section were met due to the Issuer failing to have an effective registration statement covering the underlying shares of such warrant.
- (8) These securities are owned solely by Crestflower Corporation, Mount Union Corp., and Chelsea Trust Company Limited, as trustee, as indicated. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities.
- (9) Mount Union Corp. elected to do a cashless exercise of its Series F Warrant pursuant to Section 3(d) of such warrant because the requirements of such section were met due to the Issuer failing to have an effective registration statement covering the underlying shares of such warrant.
- (10) The shares of Series B Convertible Preferred Stock have the rights and preferences set forth on the Certificate of Designations of Series B Convertible Preferred Stock filed with the Secretary of State for the State of Delaware on December 19, 2008. The Series B Convertible Preferred Stock has a stated value of \$1,000 per share and currently has a conversion price of \$0.75 per share.
- (11) The shares of Series B Convertible Preferred Stock were purchased on December 22, 2008 as part of a private placement with the Issuer in accordance with the Securities Purchase Agreement, dated December 18, 2008, between the Issuer and the Reporting Person.
- (12) The warrants to purchase Issuer's Common Stock have an exercise price of \$10.00 per share, are exercisable immediately, and will expire on October 20, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.