

EMAGIN CORP  
Form 4  
July 25, 2006

**FORM 4**

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

OMB APPROVAL

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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 FIDUCIARY SERVICES LIMITED, ST. HELIER, JERSEY CHANNEL ISLANDS

(Street)

JE49WG

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/21/2006

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    |                                      |  |                                |   | 3,141,088   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,628,417   | I  | By Rainbow Gate Corporation <u>(1)</u>                |
| Common Stock                    |                                      |  |                                |   | 573,707   | I  | By Chelsea Trust Company, as Trustee <u>(2)</u>       |

|              |         |   |  |
|--------------|---------|---|--|
| Common Stock | 650,800 | I | By Ogier Trustee (Jersey) Limited, as Trustee <sup>(2)</sup> |
| Common Stock | 396,223 | I | By Crestflower Corporation <sup>(2)</sup>                    |

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

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(9-02)

**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 Underlying Instrument (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title                                     |
| 6% Secured Convertible Note                | \$ 0.26  | 07/21/2006                           |  | P                              | 3,076,923   | 07/21/2006 01/21/2008 <sup>(3)</sup>                     | Cor S                                     |
| 6% Secured Convertible Note                | \$ 0.26  | 07/21/2006                           |  | P                              | 2,692,307   | 07/21/2006 01/21/2008 <sup>(3)</sup>                     | Cor S                                     |
| Stock Purchase Warrants (right to buy)     | \$ 0.36  | 07/21/2006                           |  | P                              | 2,153,846   | 07/21/2006 07/21/2011                                    | Cor S                                     |
| Stock Purchase Warrants (right to buy)     | \$ 0.36  | 07/21/2006                           |  | P                              | 1,884,615   | 07/21/2006 07/21/2011                                    | Cor S                                     |
| Stock Purchase Warrants (right to          | \$ 0.81  | 04/25/2006                           |  | H                              | 1,291,651   | 04/25/2003 04/25/2006                                    | Cor S                                     |

buy)

Stock  
Purchase  
Warrants  
(right to  
buy)

\$ 2.76

12/31/2005

H

249,785

03/03/2004

12/31/2005

Cor  
S

Stock  
Purchase  
Warrants  
(right to  
buy)

(5)

(5)

(5)

Cor  
S

Stock  
Purchase  
Warrants  
(right to  
buy)

(6)

(6)

(6)

Cor  
S

Stock  
Purchase  
Warrants  
(right to  
buy)

(6)

(6)

(6)

Cor  
S

Stock  
Purchase  
Warrants  
(right to  
buy)

(7)

(7)

(7)

Cor  
S

Stock  
Purchase  
Warrants  
(right to  
buy)

(6)

(6)

(6)

Cor  
S

Stock  
Purchase  
Warrants  
(right to  
buy)

(8)

(8)

(8)

Cor  
S

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GINOLA LTD  
C/O OGIER FIDUCIARY SERVICES LIMITED  
ST. HELIER, JERSEY CHANNEL ISLANDS  
JE49WG

X

## Signatures

/s/ Jonathan G.  
White

07/25/2006

\_\_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) These securities are owned by Rainbow Gate Corporation. The sole shareholder of the Reporting Person is also the sole shareholder of Rainbow Gate Corporation.

These securities are owned solely by Crestflower Corporation, Ogier Trustee (Jersey) Limited, as trustee, 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.

(3) 50% of the Principal amount of the 6% Secured Convertible Note matures on July 21, 2007.

(4) The Stock Purchase Warrants were acquired on July 21, 2006 as part of a private placement by the Issuer.

(5) The warrants to purchase Issuer's Common Stock have an exercise price of \$2.76 per share, are exercisable immediately, and will expire on June 10, 2008.

The warrants to purchase Issuer's Common Stock have an exercise price of \$0.86 per share, are exercisable immediately, and will expire on April 25, 2010. In connection with the sale by the Issuer of Secured Notes and Stock Purchase Warrants described in the Issuer's Form 8-K filed on July 25, 2006, the exercise price of the warrants was adjusted from \$1.09 per share to \$0.86 per share in accordance with the terms of the original warrant.

(7) The warrants to purchase Issuer's Common Stock have an exercise price of \$1.00 per share, 363,636 shares of Common Stock are exercisable immediately and 181,818 shares of Common Stock are exercisable on or after March 31, 2007 subject to certain conditions, and they all will have an expiration date of October 20, 2010. The Stock Purchase Warrants were acquired on October 26, 2005 as part of a private placement by the Issuer.

(8) The warrants to purchase Issuer's Common Stock have an exercise price of \$1.00 per share, 181,818 shares of Common Stock are exercisable immediately and 90,909 shares of Common Stock are exercisable on or after March 31, 2007 subject to certain conditions, and they all will have an expiration date of October 20, 2010. The Stock Purchase Warrants were acquired on October 26, 2005 as part of a private placement by the Issuer.

(9) These warrants expired and were not exercised by the Reporting Person.

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

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