

Edgar Filing: L-1 IDENTITY SOLUTIONS, INC. - Form S-8

L-1 IDENTITY SOLUTIONS, INC.

Form S-8

May 18, 2007

As filed with the Securities and Exchange Commission on May 17, 2007

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENTS  
UNDER  
THE SECURITIES ACT OF 1933

L-1 IDENTITY SOLUTIONS, INC.  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

04-3320515  
(I.R.S. Employer Identification No.)

177 BROAD STREET, 12TH FLOOR, STAMFORD, CT  
(Address of Principal Executive Offices)

06901  
(Zip Code)

L-1 IDENTITY SOLUTIONS, INC. 2005 LONG-TERM INCENTIVE PLAN  
(FULL TITLE OF THE PLAN)

ROBERT V. LAPENTA  
CHAIRMAN OF THE BOARD, PRESIDENT AND CHIEF EXECUTIVE OFFICER  
L-1 IDENTITY SOLUTIONS, INC.  
STAMFORD, CT  
(203) 504-1100  
(Name, Address, and Telephone Number,  
Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of<br>Securities to be Registered | Amount to be<br>Registered (1) | Proposed<br>Maximum<br>Offering Price<br>Per Share | Proposed<br>Maximum<br>Aggregate<br>Offering Price | Amount of<br>Registration<br>Fee |
|---|--------------------------------|--|--|----------------------------------|
| Common stock, \$0.001 par<br>value                    | 2,000,000 (2)                  | \$19.06 (3)  | \$38,120,000                                       | \$1,170.28                       |

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- (1) Pursuant to Rule 416(a), this Registration Statement shall also cover any additional shares of Common Stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.
  - (2) Represents 2,000,000 additional shares of Common Stock of the Registrant issuable pursuant to awards available for grant under the L-1 Identity Solutions, Inc. 2005 Long-Term Incentive Plan, as amended (formerly named the Viisage Technology, Inc. 2005 Long-Term Incentive Plan).
  - (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) of the Securities Act of 1933, as amended. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price is based on the high and low prices of the Registrant's Common Stock reported on the New York Stock Exchange on May 16, 2007.
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INFORMATION REQUIRED PURSUANT TO  
GENERAL INSTRUCTION E TO FORM S-8

GENERAL INSTRUCTION E INFORMATION

This Registration Statement on Form S-8 registers additional securities of the same class as other securities of the Registrant for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective. Pursuant to General Instruction to Form S-8, the contents of the Registrant's Registration Statement on Form S-8 No. 333-137004, as filed with the Securities and Exchange Commission (the "Commission") on August 29, 2006, as amended by Post-Effective Amendment No. 1 filed with the Commission on May 17, 2007, are hereby incorporated by reference.

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EXHIBITS.

| EXHIBIT NO.<br>----- | NOTE<br>---- | DESCRIPTION<br>-----  |
|----------------------|--------------|---|
| 4.1                  | #            | Amended and Restated Certificate of Incorporation of the Registrant.                    |
| 4.2                  | #            | By-Laws of the Registrant.  |
| 5.1                  | *            | Opinion of Weil, Gotshal & Manges LLP as to the legality of the shares being registered |
| 23.1                 | *            | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.        |
| 23.2                 | *            | Consent of BDO Seidman, LLP, Independent Registered Public Accounting Firm.             |
| 99.1                 | *            | Power of Attorney (included on signature page).   |

NOTES TO INDEX OF EXHIBITS  
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- \* Filed herewith.
- # Filed as an exhibit to the Registrant's Current Report on Form 8-K filed on May 16, 2007.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto authorized, in the city of Stamford, Connecticut, on May 17, 2007.

L-1 IDENTITY SOLUTIONS, INC.

By: /s/ James A. DePalma

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James A. DePalma  
Executive Vice President,  
Chief Financial Officer and

## POWER OF ATTORNEY AND SIGNATURES

Know all by these presents, that each individual whose signature appears below constitutes and appoints James A. DePalma and Mark S. Molina his or her true and lawful attorneys-in-fact and agents with full powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature<br>-----                                      | Title<br>-----   | Date<br>---- |
|---|--|--------------|
| /s/ Robert V. LaPenta<br>-----<br>Robert V. LaPenta     | Chairman of the Board,<br>President and Chief Executive<br>Officer (Principal Executive<br>Officer)    | May 17, 2007 |
| /s/ James A. DePalma<br>-----<br>James A. DePalma       | Executive Vice President,<br>Chief Financial Officer and<br>Treasurer (Principal Financial<br>Officer) | May 17, 2007 |
| /s/ Vincent A. D'Angelo<br>-----<br>Vincent A. D'Angelo | Senior Vice President of<br>Finance and Chief Accounting<br>Officer (Principal Accounting<br>Officer)  | May 17, 2007 |
| /s/ B.G. Beck   | Director   | May 17, 2007 |



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/s/ George J. Tenet

Director

May 17, 2007

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George J. Tenet

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