

L-1 IDENTITY SOLUTIONS, INC.
Form DEFA14A
September 21, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14A-101)**

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

L-1 Identity Solutions, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
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- Fee paid previously with preliminary materials:
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following letter was sent by L-1 Identity Solutions, Inc. to certain customers beginning on September 21, 2010.

Date

Name

Title

Address

City, State, Zip

Dear (Salutation):

We are pleased to announce that L-1 Identity Solutions has entered into an agreement to be acquired by Safran. Pursuant to the agreement, Safran will acquire the Biometric, Secure Credentialing and Enrollment Services divisions of L-1 following the sale of L-1's government / intelligence services business to BAE Systems. The Safran transaction is expected to close in the first quarter of 2011, subject to the prior consummation of the BAE Systems transaction, shareholder approval, review by the U.S. Committee on Foreign Investment in the United States (CFIUS), and certain other closing conditions including Hart-Scott-Rodino antitrust review.

Our focus on the **Department of Motor Vehicle (DMV)** market will continue and there will be no disruption to programs underway today. In fact, together the two organizations can provide a much more comprehensive and scalable portfolio of solutions and services and seamless integration to better meet your needs going forward. We believe that the combination of our complementary strengths will benefit our customers and continue to advance future identity management solutions.

Our DMV customers will be served by U.S. entities and U.S. based management. We will continue to deliver superior levels of service and local support via U.S. based support centers and personnel.

Safran has deep experience in the U.S. and has served American customers since 1969. Today they maintain operations in 40 locations across 18 States and have more than 4,000 U.S.-based employees.

Like L-1, Safran is a trusted provider to U.S. law enforcement, State, Local and Federal government customers. In fact, the U.S. Federal Bureau of Investigations uses Safran biometric ID solutions and the U.S. Department of Defense is the largest single end-user of Safran products and services.

Both organizations have a strong commitment to furthering the standards of quality, as well as excellence, in engineering innovation. In combination we expect to continue to develop and deliver the next generation of biometric and ID management solutions.

The same team of professionals that you have come to know and trust will continue to work with you moving forward. Please use the same phone numbers, follow the same processes, and contact the same individuals.

We will be contacting you in the next several days to answer any questions that you may have. Thank you for your continued support.

Sincerely,

Bob Eckel

Executive Vice President, Secure Credentialing

L-1 Identity Solutions

Important Information for Investors and Stockholders

This communication may be deemed to be solicitation material in respect of the proposed acquisition of L-1 by Safran. In connection with the proposed acquisition, L-1 intends to file a proxy statement and other relevant materials with the SEC. INVESTORS AND SECURITY HOLDERS OF L-1 ARE URGED TO READ THE PROXY STATEMENT AND THE OTHER RELEVANT MATERIALS FILED WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT L-1, SAFRAN AND THE PROPOSED ACQUISITION.

Investors and security holders may obtain a copy of the proxy statement and other relevant materials filed with the SEC free of charge (when they become available) at the SEC's web site at www.sec.gov. The proxy statement and such other documents, when they become available, may also be obtained free of charge on L-1's website at www.LIID.com under the tab "Investor Relations" or by contacting L-1's investor relations department at (203) 504-1109.

L-1 and its respective directors and executive officers may be deemed to be participants in the solicitation of proxies of L-1 stockholders in connection with the proposed acquisition. Information regarding L-1's directors and executive officers is set forth in L-1's proxy statement for its 2010 annual meeting of stockholders, which was filed with the SEC on March 16, 2010. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC (when they become available).

Forward Looking Statements

This communication contains forward-looking statements that involve risks and uncertainties. Forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and reflect the Company's current views based on management's beliefs and assumptions and information currently available. Forward-looking statements concerning future plans or results are necessarily only estimates, and actual results could differ materially from expectations. Certain factors that could cause or contribute to such differences include, among other things, the timing of consummating the proposed transactions, the risk that a condition to closing of the proposed transactions may not be satisfied, the risk that a regulatory approval that may be required for the proposed transactions is not obtained or is obtained subject to conditions that are not anticipated, the ability of the Company to successfully refinance or amend its credit agreement on a timely basis if required, and additional risks and uncertainties described in the Securities and Exchange Commission filings of L-1 Identity Solutions, including its Form 10-K for the year ended December 31, 2009 and the Company's Form 10-Q for the quarter ended June 30, 2010. L-1 Identity Solutions expressly disclaims any intention or obligation to update any forward-looking statements.