

EMAGIN CORP
Form 4
April 11, 2007

FORM 4

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

OMB APPROVAL

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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 *
STILLWATER LLC

(Last) (First) (Middle)
15 EAST 62ND STREET
(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/09/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | V Amount (D) Price | | |
| | | | | | 760,682 | D | |
| Common Stock | | | | | 262,842 | I | By Rainbow Gate Corporation (1) |

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

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SEC 1474 (9-02)

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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 |
| Stock Purchase Warrants (right to buy) | \$ 0.48 | 04/09/2007 | | P | 1,000,000 | 04/09/2007 | 07/21/2011 | Common Stock |
| 6% Secured Convertible Note | \$ 0.35 | 04/09/2007 | | P | 1,428,571 | 04/09/2007 | 01/21/2008 ⁽³⁾ | Common Stock |
| Stock Purchase Warrants (right to buy) | \$ 2.6 ⁽⁴⁾ | 07/21/2006 | | H | 192,308 | 07/21/2006 | 12/14/2006 | Common Stock |
| Stock Purchase Warrants (right to buy) | <u>(5)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Stock Purchase Warrants (right to buy) | <u>(6)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock |
| Stock Purchase Warrants (right to buy) | <u>(7)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Stock Purchase Warrants (right to buy) | <u>(8)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock |
| 6% Secured Convertible Note | <u>(10)</u> | | | | | <u>(10)</u> | <u>(3)</u> | Common Stock |

Stock
Purchase
Warrants
(right to
buy)

(4) (11)

(11)

(11)

Com
Sto

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STILLWATER LLC 15 EAST 62ND STREET NEW YORK, NY 10021 | | X | | |

Signatures

/s/ Mortimer D.A.
Sackler

04/11/2007

**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 solely by Rainbow Gate Corporation. The sole member of Stillwater LLC is the investment manager of Rainbow Gate Corporation, and this report shall not be deemed an admission that Stillwater LLC is the beneficial owner of these securities except to the extent of its pecuniary interest therein.

(2) The Stock Purchase Warrants were acquired on April 9, 2007 as part of a private placement by the Issuer and in accordance with the Note Purchase Agreement, dated July 21, 2006, as amended on March 28, 2007, between the Issuer and the Reporting Person, which obligated the Reporting Person to purchase up to \$500,000 of secured notes and warrants if the warrants acquired on July 21, 2006 were not exercised (see Note 9 below) and other conditions in the Note Purchase Agreement were satisfied.

(3) 50% of the Principal amount of the 6% Secured Convertible Note matures on July 21, 2007 and the remaining 50% expires on January 21, 2008.

(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 \$4.257 per share, are exercisable immediately, and will expire on June 20, 2007.

(6) The warrants to purchase Issuer's Common Stock have an exercise price of \$27.60 per share, are exercisable immediately, and will expire on June 10, 2008.

(7) The warrants to purchase Issuer's Common Stock are exercisable immediately, will expire on April 25, 2010, and had an exercise price of \$8.60 per share prior to the private placement described in Note 2 above but are subject to re-pricing due to such private placement in accordance with the terms of the original warrant.

(8) 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. 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.

(10) The 6% Secured Convertible Note is convertible to Issuer's Common Stock at a conversion price of \$2.60 per share and are exercisable immediately.

(11) The warrants to purchase Issuer's Common Stock have an exercise price of \$3.60 per share, are exercisable immediately, and will expire on July 21, 2011.

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