FORM D PROCESSION PROCESSION

Filing Fee: There is no federal filing fee.

state law. The Appendix to the notice constitutes a part of this notice and must be completed.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES AND EXCHANGE CON Washington, D.C. 20549

1046995

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235 0076

Expires: May 31, 2001 Estimated average burden hours per form.......... 1

SEC USE ONLY

Prefix Serial

DATE RECIEVED

Name of Offering (T'check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that apply): □ Rule 504 Rule 505 🗷 Rule 506 Section 4(6) □ ULOE Type of Filing:

New Filing □ Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) eMagin Corporation Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 10500 N.E. 8th Street, Suite 1400, Bellevue, WA 98004 (425) 882-7878 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) **Brief Description of Business** Design, develop, manufacture and marketing of virtual imaging products utilizing OLEDs, or organic light emitting diodes technology Type of Business Organization **⊠** corporation ☐ limited partnership already formed ☐ other (please specify): business trust ☐ limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: 0 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information

ATTENTION

requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5/91)

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:
☐ Each promoter of the issuer, if the issuer has been organized within the past five years;
☐ Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the
issuer;
☐ Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
☐ Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Jones, Gary W.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o eMagin Corporation, 10500 N.E. 8 th Street, Suite 1400, Bellevue, WA 98004
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Atherly, John
Business or Residence Address (Number and Street, City, State, Zip Code) c/o eMagin Corporation, 10500 N.E. 8 th Street, Suite 1400, Bellevue, WA 98004
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Park, Dr. K.C.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o eMagin Corporation, 10500 N.E. 8 th Street, Suite 1400, Bellevue, WA 98004
Check Box(es) that Apply: ☐ Promoter
Full Name (Last name first, if individual) Jones, Susan K.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o eMagin Corporation, 10500 N.E. 8 th Street, Suite 1400, Bellevue, WA 98004
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Charles, Claude
Business or Residence Address (Number and Street, City, State, Zip Code) c/o eMagin Corporation, 10500 N.E. 8 th Street, Suite 1400, Bellevue, WA 98004
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Cronson, Paul
Business or Residence Address (Number and Street, City, State, Zip Code) c/o eMagin Corporation, 10500 N.E. 8 th Street, Suite 1400, Bellevue, WA 98004

2 of 9

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

SEC 1972 (5/91)

Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Goldman, Jack				
Business or Residence Address (Number at c/o eMagin Corporation, 10500 N.E.			04	
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	□ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Paulsen, Thomas				
Business or Residence Address (Number as c/o eMagin Corporation, 10500 N.E.			04	
Check Box(es) that Apply: □ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Wittels, Dr. Jill				
Business or Residence Address (Number at c/o eMagin Corporation, 10500 N.E.	nd Street, City, State, Zip 8 th Street, Suite 1400	o Code)), Bellevue, WA 980 0	04	
Check Box(es) that Apply: □ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Engelman, Irwin				
Business or Residence Address (Number ar c/o eMagin Corporation, 10500 N.E.			04	
Check Box(es) that Apply: □ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number an	nd Street, City, State, Zip	Code)		
Check Box(es) that Apply: □ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			_	
Business or Residence Address (Number an	nd Street, City, State, Zip	p Code)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	□General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number a	nd Street, City, State, Zip	p Code)		

3 of 9 SEC 1972 (5/91)

B. INFORMATION ABOUT OFFERING

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.											No.		
2. What is the minimum investment that will be accepted from any individual?													
	3. Does the offering permit joint ownership of a single unit?												
commission person to states, list	the information or similar be listed is the name of dealer, you	r remuner an associ of the bro	ation for s ated perso ker or dea	olicitation on or agent ller. If mor	of purcha of a brok e than fiv	sers in cor er or deal e (5) pers	nnection w er register ons to be l	ith sales o ed with th listed are a	f securities e SEC and	in the offe	ring. If a state or		
Full Name David E	e (Last nam nzer	e first, if i	individual) 									
	or Residenc anta Mon i												
	Associated I pital Part								_				
	Which Perso												□All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] <u>[NC]</u> [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	ZAII states
Full Name	e (Last nam	e first, if i	individual)									
Business	or Residenc	e Address	s (Number	and Stree	t, City, St	ate, Zip C	ode)						
Name of A	Associated :	Broker or	Dealer										
	hich Person I States" or c											All States	
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	(DE) (MD) (NC) (VA)	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Name	(Last name f	irst, if indiv	vidual)										
Business	or Residenc	e Address	s (Number	and Stree	t, City, St	ate, Zip C	ode)						
Name of A	Associated	Broker or	Dealer			-							
(Check "Al	/hich Person Il States" or c	heck indivi	idual States) □Ali	States					_	_		
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	(DE) (MD) (NC) [VA)	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

4 of 9

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchange.		
	Type of Securities	Aggregate Offering Price	Amount Already Sold
	Debt		
	Equity		
	☐ Common ☐ Preferred		
	Convertible Securities	\$9,140,485	\$9,140,485
	Partnership Interests		
	Other (Specify)		
	Total	\$9,140,485	\$9,140,485
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	29	\$9,140,485
	Accidence investors.		
	Non-accredited Investors	0	0
	Total (for filings under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question I.	Type of Security	Dollar Amount Sold
	Type of offering		
	Rule 505		
	Regulation A		
	Rule 504		
	Total		
4	. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of he issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the left of the estimate.		
	Transfer Agent's Fees		
	Printing and Engraving Costs		
	Legal Fees	×	\$95,000
	Accounting Fees		
	Engineering Fees	_	
	Sales Commissions (specify finders' fees separately)	□ 🔀	\$639,833
	Other Expenses (identify):Travel, etc	_	\$30,000
	Total	F-21	
			\$764,833
	5 of 9		SEC 1972 (5/91)

5 of 9

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS b. Enter the difference between the aggregate offering price given in response to Part C - Question I and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$8,375,652 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Payments To Officers, Others Directors, & Affiliates Salaries and fees (specify)..... Purchase of real estate.... Purchase, rental or leasing and installation of machinery and equipment..... Construction or leasing of plant buildings and facilities..... Ω Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another Issuer pursuant to a merger). Repayment of indebtedness..... Working capital..... Other (specify): Column Totals..... \$8,375,652 П \boxtimes Total Payments Listed (column totals added)..... \$8,375,652 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 302. Issuer (Print or Type): Signature Date eMagin Corporation 10-27-05 Name of Signer (Print or Type): Title of \$igher (Pfint or Type):

ATTENTION_

Chief Financial Officer

John Atherly

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

	. E. STATE SIGNATURE
۱.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerers.
1.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.
	ter (Print or Type): Agin Corporation Date 10 -7.7 -05

Name of Signer (Print or Type): **John Atherly**

1

Title of Signer (Print or Type):
Chief Financial Officer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

7 of 9

SEC 1972 (5/91)

APPENDIX

	•				ATTEMBIA				
	non-ac	to sell to credited ors in State i-Item 1)	Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of inves	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X							
AK		X							
AZ		X	See Note	1	\$219,985				X
AR		X							
CA		X	See Note	2	\$1,250,000				X
СО		X							
СТ		X	See Note	1	\$500,000				X
DE		X							
DC		X							
FL		X							
GA		X							
HI		X							
ID		X							
IL		X	See Note	1	\$250,000				X
IN		X							
IA		X							
KS		X							
KY		X							
LA		X							
ME		X							
MD		X							
MA		X		-					
MI		X							
MN		X							
MS		X							
МО		Х							

^{*} eMagin Corporation is offering shares of common stock and common stock purchase warrants.

SEC 1972 (5/91)

APPENDIX

	non-acc	to sell to credited rs in State -Item 1)	Type of security and aggregate offering price offered in State (Part C - Item 1)	Type of invest	or and amount pu	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT		X							
NE		X							
NV		X			_				
NH		X							
NJ		X	See Note	2	\$820,000				X
NM		X							
NY		X	See Note	8	\$4,150,000				X
NC		X	See Note	1	\$137,500				X
ND		X							
ОН		X							
ОК		X							
OR		X							
PA		X	See Note	1	\$95,000				X
RI		X							
SC		X							
SD		X							
TN		X							
TX		X							
UT		X	-						
VT		X							
VA		X							
WA		X		<u>-</u> .					
wv		X							
WI		X							
WY		X	See Note	1	\$220,000				X
PR		X							

^{*} eMagin Corporation is offering shares of common stock and common stock purchase warrants.

9 of 9