

EMAGIN CORP  
Form 8-K  
December 14, 2006

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 8, 2006**

**eMagin Corporation**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-24757

(Commission File Number)

56-1764501

(IRS Employer Identification No.)

10500 N.E. 8<sup>th</sup> Street, Suite 1400, Bellevue, WA 98004

(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code (425)-749-3600

Copies to:

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On December 8, 2006, Dr. Jill Wittels resigned as a member of the Board of Directors of eMagin Corporation (the “Company”), as well as a member of the Governance and Nominating Committee of the Board of Directors. There was no disagreement or dispute between Dr. Wittels and the Company which led to her resignation. Following the resignation of Dr. Wittels, the Board of Directors of the Company shall consist of nine members.

In addition, on December 8, 2006, the Board of Directors appointed David M. Gottfried as Chairman of the Compensation Committee. Following the appointment of Mr. Gottfried, the Compensation Committee shall consist of three members.

**Item 9.01 Financial Statements and Exhibits.**

**(a) Financial statements of business acquired.**

Not applicable.

**(b) Pro forma financial information.**

Not applicable.

**(c) Exhibits.**

None.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**eMagin Corporation**

Date: December 14, 2006

By: /s/ John Atherly

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John Atherly  
Chief Financial Officer