

VIISAGE TECHNOLOGY INC
Form 424B3
November 07, 2002

Registration No 333-76560
Filed Pursuant to Rule 424(b)(3)

Viisage Technology, Inc.

Supplement dated November 6, 2002
to Prospectus dated January 10, 2002

Revisions Relating to Selling Stockholders:

The table following the caption **SELLING STOCKHOLDERS** is revised as follows:

| Name of Selling Stockholder | Shares of Common Stock Beneficially Owned Prior to Offering | Shares of Common Stock Being Offered | Number of Shares of Common Stock Beneficially Owned After Offering(1) | Percentage of Shares of Common Stock Beneficially Owned After Offering(2) |
|--|---|--------------------------------------|---|---|
| AIG Soundshore Holdings Fund Ltd. (3) | 61,130 | 61,130 | 0 | * |
| AIG Soundshore Opportunity Holding Fund Ltd (3) | 37,718 | 37,718 | 0 | * |
| AIG Soundshore Private Investors Holding Fund Ltd. (3) | 10,953 | 10,953 | 0 | * |
| AIG Soundshore Strategic Holding Fund Ltd. (3) | 31,216 | 31,216 | 0 | * |
| Alpha Capital (3) | 109,524 | 109,524 | 0 | * |
| Capital Ventures International (3) | 328,572 | 328,572 | 0 | * |
| Castle Creek Technology Partners, LLC (3) | 273,810 | 273,810 | 0 | * |
| Catalyst International Ltd. (3) | 1,643 | 1,643 | 0 | * |
| Catalyst Partners L.P. (3) | 53,120 | 53,120 | 0 | * |
| Commerce Bank & Trust Company (4) | 16,000 | 16,000 | 0 | * |
| Cranshire Capital L.P. (3) | 54,762 | 54,762 | 0 | * |
| Deutsche Bank AG (3) | 56,713 | 13,800 | 42,913 | * |
| Elliott Associates, L.P. (3), (5) | 270,775 | 129,375 | 61,400 | * |
| Elliott International, L.P. (3) | 185,125 | 158,125 | 27,000 | * |
| Gemstone Investment Company, Inc. (4) | 9,000 | 9,000 | 0 | * |
| Gryphon Master Fund (3) | 328,900 | 328,900 | 0 | * |
| Hoosac Bank (4) | 5,000 | 5,000 | 0 | * |
| Langley Partners, LP (3) | 162,750 | 162,750 | 0 | * |
| Lau Technologies | 6,291,367 | 500,000 | 5,791,367 | 29.3 |
| LibertyView Funds, LP (3) | 49,286 | 49,286 | 0 | * |
| LibertyView Fund, LLC (3) | 5,477 | 5,477 | 0 | * |
| Manchester Securities Corp. (6) | 80,000 | 80,000 | 0 | * |
| Omicron Master Trust (6), (7) | 81,097 | 81,097 | 0 | * |
| Paul Revere Capital Partners Ltd. (3), (6) | 117,870 | 117,870 | 0 | * |
| Portside Growth & Opportunity Fund (3) | 54,763 | 54,763 | 0 | * |
| Quantico Partners, LP | 165,000 | 165,000 | 0 | * |
| Radyr Investments Ltd (3) | 57,500 | 57,500 | 0 | * |
| Smithfield Fiduciary LLC (3), (6) | 353,810 | 353,810 | 0 | * |
| Steelhead Investments Ltd. (3) | 230,000 | 230,000 | 0 | * |
| Stonestreet LP (3) | 23,000 | 23,000 | 0 | * |
| Triton West Group (3) | 46,000 | 46,000 | 0 | * |
| Windsor Group LLC | 40,000 | 40,000 | 0 | * |
| TOTAL | 9,511,881 | 3,589,201 | 5,922,680 | |

* Indicates less than 1%.

- (1) Assumes the sale of all the shares covered by this prospectus.
- (2) Based upon 19,656,142 shares of common stock issued and outstanding as of December 31, 2001.
- (3) Consists of shares of common stock acquired by the selling stockholder prior to the date of this Prospectus and shares of our common stock which the selling stockholder may acquire upon the exercise of warrants at an exercise price of \$12.08 per share.
- (4) Consists of shares of our common stock which the selling stockholder may acquire upon the exercise of warrants at an exercise price of \$10.79 per share.
- (5) Includes 80,000 shares underlying warrants held by Manchester Securities Corp., a wholly-owned subsidiary of Ellicott Associates. Ellicott Associates disclaims beneficial ownership of the 80,000 warrants held by Manchester Securities and the underlying shares.
- (6) Consists of shares of our common stock which the selling stockholder may acquire upon the exercise of warrants at an exercise price of \$11.89 per share (\$11.73 per share for Omicron Master Trust).
- (7) Omicron Capital, L.P., a Delaware limited partnership ("Omicron Capital"), serves as investment manager to Omicron Master Trust, a trust formed under the laws of Bermuda ("Omicron"), Omicron Capital, Inc., a Delaware corporation ("OCI"), serves as general partner of Omicron Capital, and Winchester Global Trust Company Limited ("Winchester") serves as the trustee of Omicron. By reason of such relationships, Omicron Capital and OCI may be deemed to share dispositive power over the shares of our common stock owned by Omicron, and Winchester may be deemed to share voting and dispositive power over the shares of our common stock owned by Omicron. Omicron Capital, OCI and Winchester disclaim beneficial ownership of such shares of our common stock. No other person has sole or shared voting or dispositive power with respect to the shares of our common stock being offered by Omicron, as those terms are used for the purposes of Regulation 13D-G under the Securities Exchange Act of 1934, as amended. Omicron and Winchester are not affiliates of one another, as that term is used for purposes of the Securities Exchange Act of 1934, as amended, or of any other person named in this prospectus as a selling stockholder. No person or group (as that term is used in Section 13(d) of the Securities Exchange Act of 1934, as amended, or the SEC's Regulation 13D-G) controls Omicron and Winchester.

Investors should retain this supplement with the prospectus for future reference.