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EMAGIN CORP  
Form 8-K  
May 21, 2002

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):

May 20, 2002

eMagin Corporation

-----  
(Exact name of registrant as specified in its charter)

Delaware

000-24757

56-1764501

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(State or Other Jurisdiction  
of Incorporation

(Commission File Number)

(I.R.S. Employer  
Identification  
Number)

2070 Route 52, Hopewell Junction, New York 12533

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(Address of principal executive offices) (zip code)

(845) 892-1900

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(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

eMagin Corporation ("eMagin" or the "Company") and The Travelers Insurance Company ("Travelers") entered into an amendment agreement to extend the maturity date of the Convertible Promissory Note (the "Note") dated August 20, 2001, issued under the Note Purchase Agreement entered into as of August 20, 2001 by and between eMagin and Travelers. The amendment agreement extends the maturity date of the Note from May 20, 2002 to May 31, 2002 and also deletes the mandatory conversion provisions contained in Section 4 of the Note. eMagin and Travelers are currently engaging in discussions in respect of the restructuring of the Note. There can be no assurance that eMagin will be able to arrange a restructuring of the Note on terms acceptable to eMagin, if at all.

The foregoing description is only a summary of the transaction described and is qualified in its entirety by the Amendment No. 1 to Convertible

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Promissory Note attached as an exhibit to this Form 8-K, which exhibit is incorporated herein by reference.

ITEM 7. EXHIBITS.

Exhibit Number	Description
10.1	Amendment No. 1 to Convertible Promissory Note dated as of May 20, 2002.

SIGNATURE

Pursuant to the requirements of the Securities and 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

By: /s/ Edward V. Flynn

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Name: Edward V. Flynn  
Title: Chief Financial Officer

Dated May 20, 2002.