IMAGISTICS INTERNATIONAL INC
Form SC 13G
February 11, 2005

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

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

IMAGISTICS INTERNATIONAL, INC.

(Name of Issuer)

Shares of Common Stock, par value $0.01 per share

(Title of Class of Securities)

45247T104

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

þ Rule 13d-1 (b)

o Rule 13d-1 (c)

o Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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CUSIP No. 45247T104

1.	Name of Reporting Person: Blavin & Company, Inc.	I.R.S. Identification Nos. of above persons (entities only): 061433471

2. Check the Appropriate Box if a Member of a Group:*

(a) o

(b) o

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power: 889,900	
	6. Shared Voting Power: 0	
	7. Sole Dispositive Power: 889,900	
	8. Shared Dispositive Power: 0	

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
889,900

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:*
o

11.

Percent of Class Represented by Amount in Row (9):
5.45%**

12. Type of Reporting Person:*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT
**SEE ITEM 4(b).

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CUSIP No. 45247T104

1. Name of Reporting Person: Paul W. Blavin
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:*
(a) o
(b) o

3. SEC Use Only:

4. Citizenship or Place of Organization: U.S. Citizen

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power: 889,900

6. Shared Voting Power: 0

7. Sole Dispositive Power: 889,900

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 889,900

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:* o

11.

Percent of Class Represented by Amount in Row (9):
5.45%**

12. Type of Reporting Person:*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT
**SEE ITEM 4(b).

13G

CUSIP No. 45247T104

1. Name of Reporting Person: Michael Spalter
   I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:*
   (a) o
   (b) o

3. SEC Use Only:

4. Citizenship or Place of Organization: U.S. Citizen

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power: 889,900

6. Shared Voting Power: 0

7. Sole Dispositive Power: 889,900

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 889,900

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:* o

11.

Percent of Class Represented by Amount in Row (9):
5.45%**

12. Type of Reporting Person:*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT
**SEE ITEM 4(b).

SCHEDULE 13G

This Schedule 13G (the Schedule 13G) is being filed on behalf of Blavin & Company, Inc., a Delaware corporation (BCI), Mr. Paul W. Blavin, and Mr. Michael Spalter, the principals of BCI, relating to shares of Common Stock of Imagistics International, Inc., a Delaware corporation (the Issuer).

This Schedule 13G relates to shares of Common Stock of the Issuer purchased by BCI for the account of four institutional clients for which BCI acts as investment adviser.

Item 1(a) Name of Issuer.

Imagistics International, Inc.

Item 1(b) Address of Issuer s Principal Executive Offices.

100 Oakview Drive, Trumbull, Connecticut 06611.

Item 2(a) Name of Person Filing.

Blavin & Company, Inc. (BCI), Paul W. Blavin, and Michael Spalter as principals for BCI.

Item 2(b) Address of Principal Business Office, or, if none, Residence.

7025 N. Scottsdale Road, Suite 230, Scottsdale, Arizona 85253.

Item 2(c) Citizenship or Place of Organization.

BCI is a corporation organized under the laws of the State of Delaware. Paul W. Blavin and Michael Spalter are the principals of BCI and are United States citizens.

Item 2(d) Title of Class of Securities.

Common Stock, par value $0.01 per share (the Common Stock).

Item 2(e) CUSIP Number.

45247T104

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) x An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(ii)(F).

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. o

Item 4 Ownership.

(a) BCI, Mr. Blavin, and Mr. Spalter may be deemed to be the beneficial owners of 889,900 shares of Common Stock.

(b) BCI, Mr. Blavin and Mr. Spalter may be deemed to be the beneficial owners of 5.45% of the outstanding shares of Common Stock. This percentage is determined by dividing 889,900 by 16,316,269, the number of shares of Common Stock issued and outstanding on October 29, 2004, as reported in the Issuer s quarterly report on Form 10-Q filed November 9, 2004.

(c) BCI has the sole power to vote and dispose of the 889,900 shares of Common Stock deemed to be beneficially owned by it. As the principals of BCI, Mr. Blavin and Mr. Spalter may direct the vote and disposition of the 889,900 shares of Common Stock deemed to be beneficially owned by BCI.

Item 5 Ownership of Five Percent or Less of a Class.

Inapplicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

All securities reported in this schedule are owned by advisory clients of BCI. To the knowledge of BCI, no one advisory client owns more than 5% of the Common Stock.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits **Exhibit 1**

Joint Filing Agreement dated February 4, 2003, between BCI, Paul W. Blavin and Michael Spalter.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2005

BLAVIN & COMPANY, INC.

By: /s/ Paul W. Blavin
Paul W. Blavin
Chairman and Chief Executive Officer

/s/ Paul W. Blavin
Paul W. Blavin

/s/ Michael Spalter
Michael Spalter