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of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to Grant Thornton's satisfaction, would have caused Grant Thornton to make reference to the subject matter of the disagreement in connection with its reports.

None of the reportable events described under Item 304(a)(1)(v) of Regulation S-K occurred within the two most recent years of the Company ended December 31, 2003 and 2002.

The audit reports of Grant Thornton on the financial statements of the Company as of and for the years ended December 31, 2003 and 2002 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. A letter from Grant Thornton is attached hereto as Exhibit 16.1.

During the two most recent years of the Company ended December 31, 2003 and 2002, and through the date of the engagement of Amper on April 21, 2004, the Company did not consult with Amper regarding any of the matters or events set forth in Item 304(a)(2)(i) and (ii) of Regulation S-K of the Commission.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

The following exhibits are filed herewith:

EXHIBIT NO.

16.1 Letter of Grant Thornton LLP

-1-

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 thereunto duly authorized.

Date: April 23, 2004

INTELLI-CHECK, INC.

By: /s/ Frank Mandelbaum

Frank Mandelbaum
Chairman & Chief Executive Officer

-2-