

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-KSB/A

Mark One

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 1999

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 0001-22563

CDSI HOLDINGS INC.

(Name of issuer as specified in its charter)

DELAWARE

95-4463937

(State of jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

100 S.E. SECOND STREET, MIAMI, FLORIDA

33131

(Address)

(Zip Code)

Issuer's telephone number

305-579-8000

Securities registered under Section 12(b) of the Exchange Act:

Title of each class	Name of each exchange on which registered
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NONE

NONE

Securities registered under Section 12 (g) of the Exchange Act:

Common Stock, par value \$.01 per share
(Title of class)

Redeemable Class A Common Stock Purchase Warrants
(Title of class)

The Issuer hereby amends its Annual Report on Form 10-KSB for the year
ended December 31, 1999 to include the information required by Part III.

MANAGEMENT

ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS

Set forth below are the names, ages and positions of the Company's
directors and executive officers as of April 14, 2000.

<TABLE>
<CAPTION>

NAME	AGE	POSITION
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<S>	<C>	<C>
Richard J. Lampen.....	46	President, Chief Executive Officer and Director
J. Bryant Kirkland III.....	34	Vice President, Chief Financial Officer, Secretary and Treasurer
Robert M. Lundgren.....	41	Director
Henry Morris.....	46	Director
</TABLE>		

RICHARD J. LAMPEN, age 46, has served as President and Chief Executive Officer of the Company since November 1998 and as a director of the Company since January 1997. Since October 1995, Mr. Lampen has been the Executive Vice President of New Valley Corporation ("NVC"), a publicly held company principally engaged in the investment banking and brokerage business, the real estate business in Russia and investment in Internet-related businesses. Since July 1996, he has served as the Executive Vice President of NVC affiliates, Brooke Group Ltd. ("Brooke"), a New York Stock Exchange listed holding company, and BGLS Inc., a wholly-owned subsidiary of Brooke. From May 1992 to September 1995, Mr. Lampen was a partner at Steel Hector & Davis, a law firm located in Miami, Florida. From January 1991 to April 1992, Mr. Lampen was a Managing Director at Salomon Brothers Inc, an investment bank, and was an employee at Salomon Brothers Inc from 1986 to April 1992. Mr. Lampen is a director of NVC and PANACO INC., an independent oil and gas exploration and production company. Mr. Lampen has served as a director of a number of other companies, including U.S. Can Corporation, The International Bank of Miami, N.A. and Spec's Music Inc., as well as a court-appointed independent director of Trump Plaza Funding, Inc. Mr. Lampen received a Bachelor of Arts degree from The Johns Hopkins University in 1975 and received a Juris Doctorate degree in 1978 from Columbia Law School.

J. BRYANT KIRKLAND III, age 34, has served as the Company's Vice President, Chief Financial Officer, Secretary and Treasurer since January 1998 and as a director of the Company since November 1998. Mr. Kirkland has served in various financial capacities with NVC since November 1994 and since January 1998 as the Vice President, Treasurer and Chief Financial Officer of NVC. Mr. Kirkland received a Bachelor of Science in Business Administration from the University of North Carolina in May 1987.

ROBERT M. LUNDGREN, age 41, has served as a director of the Company since January 1997. He also served as Vice President, Chief Financial Officer, Secretary and Treasurer of the Company from January 1997 through January 14, 1998. Since January 14, 1998, Mr. Lundgren has been employed by Solar Cosmetic Labs, Inc. as Chief Financial Officer. From November 1994 through January 14, 1998, Mr. Lundgren was employed by NVC where he served as Vice President and Chief Financial Officer since May 1996. From November 1992 through November 1994, Mr. Lundgren worked for Deloitte & Touche as a Senior Manager in the audit practice. Mr. Lundgren has been a certified public accountant since 1981 and holds a Bachelor of Science in Accounting from Wake Forest University.

HENRY MORRIS, age 46, became a director of the Company in May 1997. Since 1989, Mr. Morris has been the Chairman and President of Morris & Carrick, Inc., a political and media consulting firm. Mr. Morris is also Chairman of the Board and Chief Executive Officer of Curran & Connors, Inc., a designer and producer of annual reports and corporate literature. Mr. Morris received a Bachelor of Arts degree in 1974 from Columbia College and a Juris Doctorate degree in 1978 from Columbia Law School.

Each director of the Company holds office until the next annual meeting of stockholders, or until his successor is elected and qualified. At present, the Company's By-laws provide for not less than two directors or more than nine directors. Currently, there are four directors. The By-laws permit the Board of Directors to fill any vacancy and such director may serve until the next annual meeting of stockholders or until his successor is elected and qualified. Officers serve at the discretion of the Board of Directors.

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission (the "SEC"). Officers, directors and greater than ten percent shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms which they file. Based solely on review of the copies of such forms furnished to the Company, or written representations that no Forms 5 were required, the Company believes that, during and with respect to the fiscal year ended December 31, 1999, all officers and directors complied with applicable Section 16(a) filing requirements.

ITEM 10. EXECUTIVE COMPENSATION

EXECUTIVE COMPENSATION

The following table sets forth the combined remuneration paid or accrued by the Company during its last three fiscal years to those persons who were, at December 31, 1999, the Company's Chief Executive Officer or who were executive officers whose cash compensation exceeded \$100,000 (the "named executive officers").

SUMMARY COMPENSATION TABLE

<TABLE>
<CAPTION>

NAME AND PRINCIPAL POSITION	YEAR	LONG TERM COMPENSATION		ALL OTHER COMPENSATION
		ANNUAL COMPENSATION SALARY	COMMON SHARES BONUS	
			UNDERLYING OPTIONS	
<S>	<C>	<C>	<C>	<C>
Richard J. Lampen	1999	--	--	--
President and Chief Executive Officer(1)	1998	--	--	--

</TABLE>

- (1) Richard J. Lampen, who has served as President and Chief Executive Officer of the Company since November 5, 1998, did not receive any salary or other compensation from the Company in 1999 or 1998, other than the normal compensation paid to directors of the Company. See "Compensation of Directors."

STOCK OPTIONS

In order to attract and retain persons necessary for the business of the Company, the Company adopted the 1997 Stock Option Plan (the "Option Plan") covering up to 750,000 shares, pursuant to which officers, directors and key employees of the Company and consultants to the Company are eligible to receive incentive and/or non-incentive stock options. The Option Plan, which expires ten years from the date of its adoption, is administered by the Board of Directors or the Compensation Committee. The selection of participants, allotment of shares, determination of price and other conditions relating to the grant of options is determined by the Board of Directors or the Compensation Committee. Incentive stock options granted under the Option Plan are exercisable for a period of up to 10 years from the date of grant at an exercise price which is not less than the fair market value of the Common Stock on the date of the grant, except that the term of an incentive stock option granted under the Option Plan to a stockholder owning more than 10% of the outstanding Common Stock may not exceed five years and its exercise price may be not less than 110% of the fair market value of the shares on the date of the grant.

Under the Option Plan, each director who is not a full-time employee

of the Company, immediately upon first taking office, is granted options to purchase 6,000 shares of Common Stock exercisable at the fair market value of such shares on the date of grant. Options for 3,000 shares covered thereby are exercisable immediately and options for 3,000 shares become exercisable on the first anniversary of the date of grant. Subsequently, the Option Plan provides for annual grants of options to purchase 3,000 shares of Common Stock upon reelection as a director of the Company. At the Company's annual meeting on January 12, 1999, each director was granted options to purchase 3,000 shares of Common Stock at \$0.44 per share.

EMPLOYMENT AGREEMENTS

There is no employment agreement between the Company and Mr. Lampen, the named executive officer.

COMPENSATION OF DIRECTORS

The Company pays each director who is not a full-time employee of the Company an annual retainer of \$5,000, payable quarterly, and reimburses the directors for reasonable travel expenses incurred in connection with their activities on behalf of the Company. See "Stock Options."

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ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April 14, 2000, the beneficial ownership of the Company's Common Stock (the only class of voting securities) by (i) each person known to the Company to own beneficially more than five percent of the Common Stock, (ii) each of the Company's directors, (iii) each of the Company's named executive officers (as such term is defined in the Summary Compensation Table above) and (iv) all directors and executive officers as a group. Unless otherwise indicated, each person possesses sole voting and investment power with respect to the shares indicated as beneficially owned, and the business address of each person is 100 S.E. Second Street, Miami, Florida 33131.

<TABLE>
<CAPTION>

NAME AND ADDRESS(1)	NUMBER OF SHARES OF COMMON STOCK		PERCENTAGE OF OWNERSHIP
	<C>	<C>	
New Valley Corporation(2)(3)..... Direct Assist Holding, Inc.	2,990,000		64.7%
J. Bryant Kirkland III(4).....	9,000	*	
Richard J. Lampen(4).....	9,000	*	
Henry Morris(4)..... 271 Madison Avenue New York, NY 10016	9,000	*	
Robert Lundgren(4)..... 4920 N.W. 165th Street Miami, FL 33014	16,333	*	
All executive officers and directors as a group (4 persons)(4).....	43,333		1.4%

* Less than 1%

(1) Unless otherwise indicated, each named person has sole voting and investment power with respect to the shares set forth opposite such named person's name.

- (2) Includes 500,000 shares subject to options and 1,000,000 shares subject to warrants which are currently exercisable or exercisable within 60 days of the date hereof.
- (3) Both NVC and Direct Assist Holding, Inc. ("DAH"), a wholly-owned subsidiary of NVC, have shared voting and investment power with regard to such shares. J. Bryant Kirkland III, an executive officer and a director of the Company, serves as Vice President, Chief Financial Officer and Treasurer of NVC and DAH and Richard J. Lampen, an executive officer and a director of the Company, serves as Executive Vice President of NVC and DAH and as a director of NVC. Neither Mr. Kirkland nor Mr. Lampen has investment authority or voting control over the Company's securities owned by NVC or DAH. The other executive officers and directors of NVC and DAH are Bennett S. LeBow, Chairman and Chief Executive Officer of NVC; Howard M. Lorber, President of NVC and a director of NVC and Chairman, President and Chief Executive Officer of DAH; Marc N. Bell, Vice President, Associate General Counsel and Secretary of NVC; and Henry C. Beinstein, Arnold I. Burns, Ronald J. Kramer, Barry W. Ridings and Victor M. Rivas, directors of NVC.
- (4) Includes shares subject to options and/or warrants currently exercisable or exercisable within 60 days of the date hereof.

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ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On November 5, 1998, the Company contributed the non-cash assets and certain liabilities of its on-line data delivery service business (the "PC411 Service") to ThinkDirectMarketing.com Inc. ("ThinkDirectMarketing.com"), formerly known as Digital Asset Management, Inc. ThinkDirectMarketing.com was a newly formed corporation organized by Dean Eaker, the former President, Chief Executive Officer and a director of the Company, and Edward Fleiss, the former Vice President and Chief Technology Officer of the Company, to continue to operate and develop the PC411 Service. The Company received preferred stock representing an initial 42.5% interest in ThinkDirectMarketing.com in exchange for the contribution of the PC411 Service. Currently, the Company has the right to designate one of the five members of ThinkDirectMarketing.com's Board of Directors and Mr. Kirkland serves as a member of ThinkDirectMarketing.com's Board of Directors. Acxiom Corporation ("Acxiom") purchased preferred stock representing a 42.5% interest in ThinkDirectMarketing.com for \$1,250,000 and will initially designate a majority of the Board of Directors of ThinkDirectMarketing.com. ThinkDirectMarketing.com's management, including Messrs. Eaker and Fleiss, acquired an initial 15% interest in ThinkDirectMarketing.com with options to increase their ownership position to 50% upon satisfaction of certain operational and financial benchmarks over a three-year period. The Company's interest in ThinkDirectMarketing.com has since been diluted to approximately 10% on a fully diluted basis as a result of subsequent financings.

The Company agreed, under certain conditions, to fund up to \$200,000 of an \$800,000 working capital line to be provided to ThinkDirectMarketing.com by Acxiom, the Company and Dean R. Eaker, and funded \$100,000 in the second quarter of 1999. The Company agreed in July 1999 to extend the maturity of its working capital line from June 30, 1999 to August 31, 1999 and was released from any further obligation to fund additional amounts under the working capital line.

Effective with the closing of the ThinkDirectMarketing.com transaction, Dean R. Eaker and Edward A. Fleiss resigned their positions with the Company and entered into an agreement with the Company terminating their employment agreements. The Board of Directors of the Company elected Richard J. Lampen, a director of the Company, as President and Chief Executive Officer, and J. Bryant Kirkland III, Vice President and Chief Financial Officer of the Company, as a director. Messrs. Lampen and Kirkland also serve as executive officers of NVC.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d), the Securities Exchange Act of 1934, the Company has duly caused this Report to be signed on April 17, 2000, on its behalf by the undersigned, thereunto duly authorized.

CDSI HOLDINGS INC.

By: /s/ J. BRYANT KIRKLAND III

Vice President, Chief Financial
Officer and Treasurer