UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1999; OR

[ ] 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: 0-20728

RIMAGE CORPORATION

(Exact name of Registrant as specified in its charter)

Minnesota	41-1577970
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7725 Washington Avenue South, Edina, MN 55439

(Address of principal executive offices)

612-944-8144

(Registrant's telephone number, including area code)

NA

(Former name, former address, and former fiscal year, if changed since last report.)

Common Stock outstanding at May 4, 1999 - 5,047,585 shares of $.01 par value Common Stock.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes _X_ No ___

RIMAGE CORPORATION
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FOR THE QUARTER ENDED MARCH 31, 1999

RIMAGE CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

March 31, 1999 and December 31, 1998

<TABLE>
<CAPTION>

Assets	March 31, 1999 (unaudited)	December 31, 1998
<S>	<C>	<C>
Current assets:		
Cash and cash equivalents	$ 8,660,114	7,349,521
Trade accounts receivable, net of allowance for doubtful accounts and sales returns of $104,000 and $205,000, respectively	4,784,276	5,251,185
Inventories	2,181,422	2,043,131
Interest receivable	40,255	--
Prepaid expenses and other current assets	211,533	127,657
Deferred income taxes	593,000	593,000
Total current assets	16,470,600	15,364,494
Property and equipment, net	1,009,642	908,991
Goodwill, net of accumulated amortization of $405,880 and $377,286, respectively	739,383	767,977
Other noncurrent assets	254,360	67,427
Total assets	$ 18,473,985	17,108,889

</TABLE>

See accompanying condensed notes to consolidated financial statements

<TABLE>
<CAPTION>

Liabilities and Stockholders' Equity	March 31, 1999 (unaudited)	December 31, 1998
<S>	<C>	<C>
Current liabilities:		
Trade accounts payable	2,092,505	2,273,536
Income taxes payable	789,800	236,728
Accrued compensation	796,958	899,247
Accrued other	719,984	818,109
Deferred income and customer deposits	723,773	712,982
Total current liabilities	5,123,020	4,940,602
Stockholders' equity:		
Common stock, $.01 par value, authorized 10,000,000 shares, issued and outstanding 5,047,585 and 4,936,088, respectively	50,475	49,361
Additional paid-in capital	11,772,946	11,545,485
Retained earnings	1,743,008	647,477
Foreign currency translation adjustment	(215,464)	(74,036)
Total stockholders' equity	13,350,965	12,168,287

Total liabilities and stockholders' equity	$ 18,473,985	17,108,889

</TABLE>

RIMAGE CORPORATION AND SUBSIDIARIES

Consolidated Statements of Operations

Three months ended March 31, 1999 and 1998
(unaudited)

<TABLE>
<CAPTION>

	Three months ended March 31, 1999	1998
<S>	<C>	<C>
Revenues	$ 8,651,465	9,648,600
Cost of revenues	4,504,689	5,831,732
Gross profit	4,146,776	3,816,868
Operating expenses:		
Engineering and development	597,958	509,411
Selling, general, and administrative	1,814,186	2,042,250
Total operating expenses	2,412,144	2,551,661
Operating earnings	1,734,632	1,265,207
Other income (expense):		
Interest income	100,456	--
Interest expense	--	(91,639)
Loss on currency exchange	(70,618)	(5,683)
Other, net	5,451	8,790
Total other income (expense), net	35,289	(88,532)
Earnings before income taxes	1,769,921	1,176,675
Income taxes	674,390	173,200
Net earnings	$ 1,095,531	1,003,475
Basic net earnings per common share	$ 0.22	0.22
Diluted net earnings per common share and assumed conversion shares	$ 0.19	0.19
Basic weighted average shares	4,997,417	4,640,044
Diluted weighted average shares and assumed conversion shares	5,809,622	5,170,817

</TABLE>

See accompanying condensed notes to consolidated financial statements

RIMAGE CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

Three months ended March 31, 1999 and 1998
(unaudited)

<TABLE>
<CAPTION>

	Three months ended March 31, 1999	1998
<S>	<C>	<C>
Cash flows from operating activities:		
Net earnings	1,095,531	1,003,475
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	157,637	528,240
Change in reserve for excess and obsolete inventories	96,797	10,819
Change in reserve for doubtful accounts	(100,410)	(148,930)
(Gain) loss on sale of property and equipment	(27,489)	1,997
Changes in operating assets and liabilities:		
Trade accounts receivable	567,319	(555,896)
Inventories	(235,088)	120,925
Interest receivable	(40,255)	--
Income tax receivable	--	(110,850)
Prepaid expenses and other current assets	(91,093)	81,295
Trade accounts payable	(181,031)	(228,768)
Accrued expenses	(200,414)	298,138
Income taxes payable	553,072	155,000
Deferred income and customer deposits	10,791	56,413
Net cash provided by operating activities	1,605,367	1,211,858
Cash flows from investing activities:		
Purchase of property and equipment	(216,627)	(223,203)
Proceeds from the sale of property and equipment	27,489	--
Other noncurrent assets	(294,598)	29,546
Receipts from sales-type leases	7,217	31,704
Net cash used in investing activities	(476,519)	(161,953)

</TABLE>

(Continued)

RIMAGE CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows, Continued

<TABLE>
<CAPTION>

	Three months ended March 31, 1999	1998
<S>	<C>	<C>
Cash flows from financing activities:		
Proceeds from stock option exercise	228,575	39,507
Principal payments on capital lease obligations	--	(82,984)
Repayment of other notes payable	--	(225,000)
Net cash provided by (used in) financing activities	228,575	(268,477)
Effect of exchange rate changes on cash	(46,830)	(10,004)
Net increase in cash	1,310,593	771,424
Cash and cash equivalents, beginning of period	7,349,521	656,127
Cash and cash equivalents, end of period	$ 8,660,114	1,427,551
Supplemental disclosures of net cash paid during the period for:		
Interest	$ --	100,356
Income taxes	$ 121,318	110,850

</TABLE>

See accompanying condensed notes to consolidated financial statements.

RIMAGE CORPORATION AND SUBSIDIARIES
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(1) BASIS OF PRESENTATION AND NATURE OF BUSINESS

The consolidated financial statements include the accounts of Rimage Corporation, Rimage Europe GmbH, A/G Systems Inc., d/b/a Duplication Technology Inc. (Rimage Boulder), and Rimage Services, collectively hereinafter referred to as Rimage or the Company. All material intercompany accounts and transactions have been eliminated upon consolidation.

The Company operates in two divisions, Rimage Systems Division and Rimage Services Division. The Rimage Systems Division consists of Rimage Corporation and Rimage Europe GmbH. The Rimage Services Division consists of Rimage Services and Rimage Boulder. During the third quarter of 1998, the Company ceased operations of its Bloomington Service division (Rimage Services) and sold the equipment and inventory associated with it.

The Systems Division develops, manufactures and distributes high performance CD-Recordable (CD-R) publishing and duplication systems, and continues to support its long term involvement in diskette duplication and publishing equipment. The Services Division provides computer media duplication and production services to software developers and manufacturers and information publishers.

The accompanying unaudited consolidated financial statements of the Company have been prepared pursuant to the rules of the Securities and Exchange Commission. These financial statements should be read in conjunction with the more detailed financial statements and notes thereto included in the Company's most recent annual report on Form 10-K.

The Company extends unsecured credit to its customers as well as credit to a limited number of authorized distributor wholesalers, who in turn provide warehousing, distribution, and credit to a network of authorized value added resellers. These distributors and value added resellers sell and service a variety of hardware and software products.

In the opinion of management, the accompanying consolidated financial statements reflect all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations and cash flows of the Company for the periods presented. Certain prior year amounts have been reclassified to conform with the current quarter presentation.

(Continued)

RIMAGE CORPORATION AND SUBSIDIARIES
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(2) INVENTORIES

Inventories consist of the following as of:

	March 31, 1999 (unaudited)	December 31, 1998
Finished goods and demonstration equipment	$ 1,141,921	$ 900,839
Work-in-process	89,011	165,761
Purchased parts and subassemblies	950,490	976,532
	$ 2,181,422	$ 2,043,131

(3) SEGMENT REPORTING

The following table summarizes certain financial information for the Systems and Services Divisions:

(in thousands)	Three Months Ended March 31, (unaudited) 1999	1998
Revenues from unaffiliated customers:		
Systems	$ 7,517	$ 6,132
Services	1,135	3,517
	8,652	9,649
Operating earnings:		
Systems	1,591	1,148
Services	144	117
	1,735	1,265

(4) COMPREHENSIVE INCOME

The Company's only item of other comprehensive income relates to foreign currency translation adjustments, and is presented separately on the balance sheet as required. If presented on the statement of operations for the three months periods ended March 31, 1999 and 1998, comprehensive income would be $141,428 less than reported net income and $1,542 more than reported net income, respectively, due to foreign currency translation adjustments.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, selected items from the Company's consolidated statements of operations, shown in thousands.

<TABLE>
<CAPTION>

<S>	Three months ended March 31, 1999 <C>	1998 <C>	% Change <C>
Revenues from unaffiliated customers:			
Systems	$ 7,517	$ 6,132	22.6%
Services	1,135	3,517	(67.7)
Total revenues	8,652	9,649	(10.3)
Cost of revenues:			
Systems	3,666	2,928	25.2
Services	839	2,904	(71.1)
Total cost of revenues	4,505	5,832	(22.8)
Gross profit:			
Systems	3,851	3,204	20.2
Services	296	613	(51.7)
Total gross profit	4,147	3,817	8.6
Operating expenses:			
Systems	2,260	2,056	9.9
Services	152	496	(69.4)
Total operating expenses	2,412	2,552	(5.5)
Operating earnings:			
Systems	1,591	1,148	38.6
Services	144	117	23.1
Total operating earnings	1,735	$ 1,265	37.2

</TABLE>

RESULTS OF OPERATIONS

This report contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ significantly from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, changes in media or method used for distribution of software, technological changes in products offered by the Company or its competitors and changes in general conditions in the computer market.

Rimage operates through two primary divisions: (1) the systems division designs, manufactures and sells high performance, on-demand publishing and duplication equipment for CD-R's, diskettes and tapes, and (2) the services division provides media duplication and fulfillment services for most computer media types, including CD-ROM, diskette, tape and other media such as ZIP and Jazz disks. Results of operations during the three months ended March 31, 1999 reflected the continued trend of growth in the systems division and lower contribution from the services division.

REVENUES. Revenues decreased 10.3% from $9.6 million during the first quarter of 1998 to $8.7 million during the first quarter of 1999. All of the decrease, however, occurred in the services division, which recorded a 67.7% decline in revenues from $3.5 million in the first quarter of 1998 to $1.1 million in the first quarter of 1999. This decrease was primarily attributable to the divestiture of the Company's Bloomington, Minnesota services operation in August 1998. The Company's ongoing intent to focus its sales efforts more heavily towards developing the systems' division current distribution network created increased sales of its CD-R products. Expanded market penetration caused revenues in the systems division to increase 22.6% to $7.5 million in the first quarter of 1999 from $6.1 in the first quarter of 1998.

As of and for the quarter ended March 31, 1999, foreign revenues from unaffiliated customers, operating earnings, and net identifiable assets were $2,522,000, $370,000 and $2,917,000, respectively. As of and for the quarter ended March 31, 1998, foreign revenues from unaffiliated customers, operating loss, and net identifiable assets were $1,761,000, $199,000, and $1,908,000, respectively. The growth is due to significant penetration in the European markets of sales of CD-R products.

GROSS PROFIT. Gross profit as a percent of revenues was 47.9% during the first quarter of 1999 compared to 39.6% during the same period of 1998. Systems division gross profit as a percent of revenues remained relatively consistent at 51.2% during the first quarter of 1999 compared to 52.3% during the same period of 1998. Services division gross profit as a percent of revenues was 26.1% during the first quarter of 1999 compared to 17.4% during the same period of 1998. The increase during the quarter is primarily due to the divestiture of the Company's low margin Bloomington, Minnesota services operation during August 1998.

OPERATING EXPENSES. Operating expenses were $2.4 million or 27.9% of revenues during the first quarter of 1999 compared to $2.6 million or 26.4% of revenues during the same period of 1998. The increase in operating expenses as a percent of revenues was a result of the divestiture of the Company's Bloomington, Minnesota services operation during August 1998. The Bloomington operation's operating expenses as a percent of revenues was 13.0% during the first quarter of 1998.

Sales and marketing expenses remained relatively constant during the three month comparative periods but increased as a percent of revenues, again, due to the divestiture of the Company's Bloomington, Minnesota services operation. Research and development expense as a percent of revenues increased from 5.3% during the first quarter of 1998 to 6.9% during the same period of 1999. This increase is in line with the Company's objective to continue to direct more resources to research and development activities.

OTHER INCOME/(EXPENSE). During June 1998, the Company repaid the outstanding balance of its Term Note with the bank. During the third quarter of 1998, the Company eliminated debt associated with a capital lease on certain CD-ROM equipment and renegotiated capital leases which resulted in their reclassification as operating leases and the elimination of future interest expense. As a result of these transactions, the Company recognized net interest income of $100,000 during the first quarter of 1999 on cash investments. Net interest expense during the first quarter of 1998 totaled $92,000.

INCOME TAXES. The provision for income taxes represents federal, state, and foreign income taxes on earnings before income taxes. Income tax expense for the first quarter of 1999 amounted to $674,000 as compared to $173,000 for the first quarter of 1998. Net earnings are reflected at a fully taxed rate of 38% for 1999 compared to 15% for 1998 due to the reversal of the valuation allowance during 1998 since, with the continued earnings, management has determined it more likely than not the deferred tax asset will be realized.

NET EARNINGS. The significant change in mix of revenues to higher margin product sales in the systems division and the Company's elimination of all long-term debt during the latter half of 1998 caused earnings before income taxes to increase from $1.2 million for the first quarter of 1998 to $1.8 million for the first quarter of 1999. As a result of the Company's fully taxed status in 1999, net earnings for the first quarter of 1999 increased only slightly over net earnings for the same period in 1998.

LIQUIDITY AND CAPITAL RESOURCES

The Company expects to fund its anticipated cash requirements (including the anticipated cash requirements of its capital expenditures) with internally generated funds and, if required, from the Company's existing credit agreement.

Current assets are $16,471,000 as of March 31, 1999 as compared to $15,364,000 as of December 31, 1998, primarily reflecting normal operating activity. The allowance for doubtful accounts as a percentage of receivables was 2% and 4% as of March 31, 1999 and December 31, 1998, respectively. The change in property and equipment principally reflects capital expenditures for development equipment and leasehold improvements. Current liabilities increased approximately 4% to $5,123,000 as of March 31, 1999 from $4,941,000 as of December 31, 1998, reflecting the increase in income taxes payable netted with normal reductions in accounts payable.

Net cash provided by operating activities was $1,605,000 for the three months ended March 31, 1999 compared to $1,212,000 for the three months ended March 31, 1998. The increase in cash flow from operating activities from 1998 to 1999 was greatly impacted by increased sales of higher margin CD-R products. Net cash used by investing activities of $477,000 for the three months ended March 31, 1999 and $162,000 for the three months ended March 31, 1998 primarily reflects capital expenditures.

At March 31, 1999, the Company had no significant commitments to purchase additional capital equipment. Net cash provided by financing activities of $229,000 during the three months ended March 31, 1999 reflected stock option proceeds. Net cash used in financing activities of $268,000 during the three months ended March 31, 1998 principally reflect repayments of debt under the credit agreement.

The Company believes that inflation has not had a material impact on its operations or liquidity to date.

YEAR 2000 READINESS

The Company believes the approach of the Year 2000 could have a material effect on the Company's business, results of operations, and financial condition if it were to avoid the related consequences. To mitigate these potential consequences, the Company has identified the following areas as requiring significant analysis: 1) manufactured products, 2) information technology applications, 3) information technology end user supported applications, 4) information technology infrastructure, 5) business partners - both vendors and customers, 6) manufacturing equipment, 7) facility operations (non-information technology systems). The Company has also identified five phases associated with each area described above as follows: 1) awareness - educating all levels of the Company about the importance of Year 2000 readiness; 2) assessment - identify all electronic systems which are date-sensitive and assess which systems are not Year 2000 ready; 3) renovation - develop a strategy to repair, replace or retire the system; 4) validation - testing of changed programs and date files to ensure they are Year 2000 ready; and 5) implementation - placing the renovated and validated systems into everyday use. Currently, the Company is in the renovation and validation phases of its plan to prepare itself for the Year 2000. The following table describes the Company's estimated completion date for each remaining phase:

Renovation	May 1999
Validation	July 1999
Implementation	August 1999

Through March 31, 1999, the Company has incurred costs of approximately $90,000 directly attributable to addressing Year 2000 issues. The Company estimates the remaining costs that will be incurred in connection with its analysis of Year 2000 issues to be approximately $10,000. The following are some of its most reasonably likely worst case Year 2000 scenarios the Company has identified: 1) The Company's manufacturing operations consist primarily of the assembly of products from components purchased from third parties. While some parts are stock "off the shelf" components, others are manufactured to the Company's specifications. Although the Company believes it has identified alternative assembly contractors for most of its subassemblies, an actual change in such contractors, as a result of an inability to work with such contractor due to Year 2000 consequences they face, would likely require a period of training and testing. Accordingly, an interruption in a supply relationship or the production capacity of one or more of such contractors could result in the Company's inability to deliver one or more products for a period of several months. 2) The Company sells most of its manufactured systems through a limited number of authorized distributor wholesalers, who in turn provide warehousing, distribution, and credit to a network of authorized value added resellers. The interruption of product flow to one or more of these distributors due to their inability to process date sensitive information could result in lower than normal sales

revenues. To alleviate this decrease, the Company would redirect these sales to the remaining distributors and/or sell directly to its value added resellers.

NEW EUROPEAN CURRENCY

On January 1, 1999, eleven of the fifteen member countries of the European Union established fixed conversion rates between their existing currencies and the euro, a new European currency, and adopted the euro as their common legal currency (the "Euro Conversion"). Either the euro or a participating country's present currency will be accepted as legal tender from January 1, 1999 to January 1, 2002, from which date forward only the euro will be accepted.

The Company has customers located in European Union countries participating in the Euro Conversion. Such customers will likely have to upgrade or modify their computer systems and software to comply with the euro requirements. The amount of money the Company anticipates spending in connection with product development related to the Euro Conversion is not expected to have a material adverse effect on the Company's results of operations or financial condition. The Euro Conversion may also have competitive implications for the Company's pricing and marketing strategies, which could be material in nature; however, any such impact is not known at this time.

The Company has also modified its internal systems (such as payroll, accounting and financial reporting to deal with the Euro Conversion. There is no assurance, however, that all problems related to the Euro Conversion will be foreseen and corrected, or that no material disruptions of the Company's business will occur.

NEW ACCOUNTING PRONOUNCEMENTS

Statement of Financial Accounting Standard No. 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS No. 133), effective in 2000, established new standards for recognizing all derivatives as either assets or liabilities, and measuring those instruments at fair value. At the present time, the Company does not anticipate that SFAS No. 133 will have a material impact on its financial position or results of operations.

MARKET RISK DISCLOSURE

The Company does not invest in any derivative financial instruments. See the Company's most recent annual report filed on form 10K (Item 7A.). There has been no material change in this information.

PART II -- OTHER INFORMATION

Item 1. Legal Proceedings

Not Applicable.

Item 2. Changes in Securities

Not Applicable.

Item 3. Defaults Upon Senior Securities

Not Applicable.

Item 4. Submission of Matters to a Vote of Security Holders

Not Applicable.

Item 5. Other Information

Not Applicable.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

Exhibit No. 11.1 Calculation of Earnings Per Share.

Exhibit No. 27.1 Financial Data Schedule

(b) Reports on Form 8-K:

Not Applicable.

SIGNATURES

In accordance with the Exchange Act, this report has been signed below by following persons on behalf of the registrant and on the dates indicated.

RIMAGE CORPORATION
Registrant

Date: May 14, 1999 By: /s/ Bernard P. Aldrich

Bernard P. Aldrich
Director, Chief Executive Officer,
and President
(Principal Executive Officer)
(Principal Financial Officer)

Date: May 14, 1999 By: /s/ Robert M. Wolf

Robert M. Wolf
Controller
(Principal Accounting Officer)

EXHIBIT 11.1

RIMAGE CORPORATION
COMPUTATION OF NET EARNINGS PER SHARE OF COMMON STOCK

Basic net earnings per common share is determined by dividing net earnings by the weighted average number of shares of common stock outstanding, unless the result is anti-dilutive. Diluted net earnings per common share is determined by dividing net earnings by the weighted average number of shares of common stock and common share equivalents outstanding, unless the result is anti-dilutive. The following is a summary of the weighted average common shares outstanding and assumed conversion shares:

	Three months ended March 31, 1999	Three months ended March 31, 1998
Shares outstanding at beginning of period	4,936,088	4,636,944
Common stock issued in stock option exercise	111,497	19,751
Shares outstanding at end of period	5,047,585	4,656,695
Weighted average shares of common stock outstanding	4,997,417	4,640,044
Common stock equivalents	1,006,650	1,064,689
Weighted average shares of assumed conversion shares	812,205	530,773
Weighted average shares of common stock and assumed conversion shares	5,809,622	5,170,817
Net earnings	$1,095,531	$1,003,475
Basic net earnings per common share	$ 0.22	$ 0.22
Diluted net earnings per common share and assumed conversion shares	$ 0.19	$ 0.19

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