

INSIGNIA SYSTEMS INC/MN  
Form 8-K  
July 27, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549-1004

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FORM 8-K

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

Date of Report (Date of earliest event reported): July 25, 2012

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**INSIGNIA SYSTEMS, INC.**

(Exact name of registrant as specified in its chapter)

Minnesota                      1-13471              41-1656308  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

8799 Brooklyn Blvd., Minneapolis,              55445  
Minnesota  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(763) 392-6200**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On July 25, 2012, Insignia Systems, Inc. (“the Company”) issued a press release announcing its financial results for the second quarter and six months ended June 30, 2012. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated in this Current Report as if fully set forth herein. Exhibit 99.1 includes a change to the restructuring charge to reflect it as an after-tax amount.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto and incorporated herein, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference, or deemed incorporated by reference, in any registration statement pursuant to the Securities Act of 1933, as amended, except as expressly set forth by specific reference in any such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 99.1           | Press release issued July 25, 2012 and entitled, “Insignia Systems, Inc. Reports Second Quarter Results” |

**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 hereunto duly authorized.

Insignia Systems, Inc.  
(Registrant)

Date: July 27, 2012 By /s/ John C. Gonsior  
John C. Gonsior

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Vice President, Finance and CFO

EXHIBIT INDEX

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