

INSIGNIA SYSTEMS INC/MN  
Form 10-Q/A  
January 03, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM 10-Q/A**

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

**for the quarterly period ended June 30, 2007**

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: 1-13471

**INSIGNIA SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of incorporation or organization)

**41-1656308**

(IRS Employer Identification No.)

**6470 Sycamore Court North**

**Maple Grove, MN 55369**

(Address of principal executive offices)

**(763) 392-6200**

(Registrant's telephone number, including area code)

**Not applicable.**

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

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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 report(s), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Number of shares outstanding of Common Stock, \$.01 par value, as of July 31, 2007, was 15,425,837.

**EXPLANATORY NOTE**

The registrant is filing this amendment to its Form 10-Q for the quarter ended June 30, 2007, to modify the references to its request for confidential treatment for portions of Exhibit 10.1, in accordance with the requirements of Commission Staff Legal Bulletin 1 (Feb. 28, 1997).

**PART II. OTHER INFORMATION**

**Item 6. Exhibits**

The following exhibits are included herewith:

- 10.1 Amendment #2 to Exclusive Reseller Agreement (**Material on two pages has been omitted pursuant to a request for confidential treatment. A complete copy of the agreement, including the omitted material, has been filed separately with the Commission.**)
- 10.2 Warrant To Valassis Communications, Inc. to Purchase Shares of Common Stock of Insignia Systems, Inc. (Filed with original Form 10-Q.)
- 31.1 Certification of Principal Executive Officer
- 31.2 Certification of Principal Financial Officer
- 32 Section 1350 Certification

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**SIGNATURES**

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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.

Dated: January 3, 2008

Insignia Systems, Inc.  
(Registrant)

/s/ Scott F. Drill  
Scott F. Drill  
President and Chief Executive Officer  
(principal executive officer)

/s/ Justin W. Shireman  
Justin W. Shireman  
Vice President, Finance and  
Chief Financial Officer  
(principal financial officer)

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### EXHIBIT INDEX

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