

INSIGNIA SYSTEMS INC/MN  
Form SC TO-I/A  
August 12, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**AMENDMENT NO. 2**

**to**

**SCHEDULE TO**

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**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Insignia Systems, Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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**Common Stock, \$.01 par value per share**

(Title of Class of Securities)

**45765Y105**

(CUSIP Number of Class of Securities)

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**Glen P. Dall**

**President and Chief Executive Officer**

**Insignia Systems, Inc.**

**8799 Brooklyn Blvd**

**Minneapolis, Minnesota 55445**

**763-392-6200**

(Name, Address and Telephone Numbers of Person

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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Copy to:

**W. Morgan Burns**

**Faegre Baker Daniels LLP**

**2200 Wells Fargo Center**

**90 South Seventh Street**

**Minneapolis, Minnesota 55402**

**(612) 766-7000**

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**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
\$12,000,000

**Amount of Filing Fee\*\***  
\$1,637

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\* The transaction valuation is estimated solely for purposes of determining the filing fee pursuant to Rule 0-11 under the Securities Exchange Act of 1934, as amended, based on the maximum dollar amount to be used in the purchase of shares in the tender offer described in this Schedule TO.

\*\* Previously paid. The amount of the filing fee equals \$136.40 per million dollars of the transaction valuation.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

|                           |             |                                      |
|---------------------------|-------------|--------------------------------------|
| Amount Previously Paid:   | \$1,637     | Filing Party: Insignia Systems, Inc. |
| Form or Registration No.: | Schedule TO | Date Filed: July 18, 2013            |

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

o third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

This Amendment No. 2 to Schedule TO (this Second Amendment ) amends and supplements the Tender Offer Statement on Schedule TO (the Original Schedule TO ) and the Offer to Purchase dated July 18, 2013 filed as Exhibit (a)(1)(A) thereto (the Offer to Purchase ), originally filed with the Securities and Exchange Commission by Insignia Systems, Inc., a Minnesota corporation (the Company ) on July 18, 2013, as amended on July 31, 2013 by Amendment No. 1 to Schedule TO (the First Amendment ), in connection with the Company s offer to purchase shares of its common stock, par value \$0.01, at a price not greater than \$2.35 nor less than \$2.15 per share, for an aggregate purchase price of up to \$12 million, to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase and the accompanying Letter of Transmittal.

Only those items that are being amended are reported in this Second Amendment. Except as specifically provided herein, the information contained in the Original Schedule TO and the Offer to Purchase remains unchanged, and this Second Amendment does not modify any of the information previously reported on the Original Schedule TO. You should read this Second Amendment together with the Original Schedule TO, the Offer to Purchase, the other materials filed as exhibits to the Original Schedule TO, and the First Amendment.

#### Items 1-11

Items 1-11 of the Original Schedule TO, to the extent that they incorporate by reference information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

In the section of the Offer to Purchase captioned 10. Information About Us, the table appearing below the subheading Incorporation by Reference is hereby amended and restated as follows:

| Report   | Filing Date  |
|--|--|
| Annual Report on Form 10-K for the fiscal year ended December 31, 2012 | Filed on March 18, 2013 (including certain information incorporated by reference from the Definitive Proxy Statement on Schedule 14A filed on April 9, 2013) |
| Quarterly Report on Form 10-Q for the quarter ended March 31, 2013     | Filed on May 7, 2013   |
| Quarterly Report on Form 10-Q for the quarter ended June 30, 2013      | Filed on August 7, 2013  |
| Current Reports on Form 8-K  | Filed on January 16, 2013; March 29, 2013; May 16, 2013; May 28, 2013; and July 18, 2013   |

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

INSIGNIA SYSTEMS, INC.

Date: August 12, 2013

By: /s/ John C. Gonsior  
John C. Gonsior  
Vice President, Finance and CFO

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