

INSIGNIA SYSTEMS INC/MN  
Form 8-K  
December 10, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549-1004

FORM 8-K

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

Date of Report (Date of earliest event reported): December 4, 2012

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) *Retirement of Board Member*

Donald J. Kramer, a director and the Chair of the Audit Committee of the Board of Directors (the “Board”) of Insignia Systems, Inc. (the “Company”), informed the Board on December 4, 2012, that he will retire from the Board effective December 31, 2012. Mr. Kramer has no disagreement with the Company with regard to any of its operations, policies or practices.

**Item 8.01. Other Events.**

The Board has determined that David J. Boehnen, currently a member of the Audit and Nominating and Governance Committees, will serve as the interim Chair of the Audit Committee effective upon Mr. Kramer’s retirement.

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: December 10, 2012 By /s/ Glen P. Dall  
Glen P. Dall, President and Chief Operating Officer

