

INSIGNIA SYSTEMS INC/MN
Form SC TO-I/A
August 19, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 4

to

SCHEDULE TO

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))

Common Stock, \$.01 par value per share

(Title of Class of Securities)

45765Y105

(CUSIP Number of Class of Securities)

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)

Copy to:

W. Morgan Burns

Faegre Baker Daniels LLP

2200 Wells Fargo Center

90 South Seventh Street

Minneapolis, Minnesota 55402

(612) 766-7000

CALCULATION OF FILING FEE

Transaction Valuation*
\$12,000,000

Amount of Filing Fee**
\$1,637

* 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.

Edgar Filing: INSIGNIA SYSTEMS INC/MN - Form SC TO-I/A

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

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
Form or Registration No.: Schedule TO

Filing Party: Insignia Systems, Inc.
Date Filed: July 18, 2013

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:

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

issuer tender offer subject to Rule 13e-4.

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

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:

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 19, 2013

By:

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