

INSIGNIA SYSTEMS INC/MN  
Form 8-K  
January 16, 2013

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): January 10, 2013

**INSIGNIA SYSTEMS, INC.**

(Exact name of registrant as specified in its chapter)

<b>Minnesota</b> (State or other jurisdiction of incorporation)	<b>1-13471</b> (Commission File Number)	<b>41-1656308</b> (IRS Employer Identification No.)
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<b>8799 Brooklyn Blvd., Minneapolis, Minnesota</b> (Address of principal executive offices)	<b>55445</b> (Zip Code)
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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.

On January 16, 2013, Insignia Systems, Inc. filed the authorized form of incentive stock option agreement to be used on or after January 10, 2013 in connection with grants of incentive stock options pursuant to the Company's 2003 Incentive Stock Option Plan.

The form of agreement is attached to this Current Report as Exhibit 10.1 and incorporated by reference as if fully set forth herein.

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

(d) Exhibits.

Exhibit Number	Description
10.1	Form of Incentive Stock Option Agreement under Insignia Systems, Inc. under 2003 Incentive Stock Option Plan

**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)

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Date: January 16, 2013 By: /s/ John C. Gonsior

John C. Gonsior, Vice President, Finance  
and Chief Financial Officer