

INSIGNIA SYSTEMS INC/MN  
Form 8-K  
December 02, 2004

**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:  
December 1, 2004

**INSIGNIA SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

Minnesota

1-13471

41-1656308

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

6470 Sycamore Court North, Maple Grove, Minnesota

55369

(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)

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:

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

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry Into A Material Definitive Agreement.**

On December 1, 2004, the Company entered into a Purchase Agreement with a group of investors for the sale of 2,490,000 shares of its Common Stock in a private placement at a price of \$1.00 per share. The Company expects to close the transaction on Friday, December 3, 2004.

The investors are: Bear Stearns Securities Corp. Inc., FBO J. Steven Emerson Roth IRA  
G. Tyler Runnels or Jasmine Niklas Runnels TTEES The Runnels Family Trust dtd 1-11-2000  
High Tide, LLC  
JMG Capital Partners, LP  
JMG Triton Offshore Fund, Ltd.  
Bristol Investment Fund, Ltd.  
Potomac Capital Partners, LP  
Pleiades Investment Partners-R, L.P.  
Potomac Capital International Ltd.  
Hammond Holdings, LLC

In accordance with the terms of the Registration Rights Agreement entered into by the Company and the investors in connection with this financing, the Company has agreed to register the shares to be sold to the investors for resale under the Securities Act of 1933.

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

- (c) Exhibits
    - 4.1 Purchase Agreement, dated December 1, 2004, between the Company and investors
    - 4.2 Registration Rights Agreement, dated December 1, 2004, between the Company and investors
    - 4.3 Escrow Agreement, dated December 1, 2004, between the Company and investors
  - 99.1 Press release dated December 1, 2004
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**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.**

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(Registrant)

Date: December 2, 2004

By           /s/           Scott F. Drill

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Scott F. Drill, President and Chief Executive  
Officer