

INSIGNIA SYSTEMS INC/MN  
Form 8-K  
February 15, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549-1004

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**FORM 8-K**

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

Date of Report:

February 9, 2011

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**INSIGNIA SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota  
(State or other  
jurisdiction  
of incorporation)**

**1-13471**

(Commission  
File Number)

**41-1656308**

(IRS Employer  
Identification No.)

**8799 Brooklyn Blvd., Minneapolis, Minnesota**  
(Address of principal executive offices)

**55445**  
(Zip Code)

Registrant's telephone number, including area code **(763) 392-6200**

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(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))

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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 9, 2011, Insignia Systems, Inc. (the Registrant ) entered into a confidential Settlement Agreement and Release with News America Marketing In-Store, LLC ( NAM ). The Settlement Agreement and Release settled the Registrant s outstanding lawsuit against NAM, which was pending in United States District Court, District of Minnesota. Under the terms of the Settlement Agreement and Release, NAM paid the Registrant \$125,000,000, and the Registrant paid NAM \$4,000,000 in consideration for a 10-year exclusive arrangement for the sale and placement of signs with price by Insignia in NAM s retailer network. The remaining terms and conditions of the arrangement are being negotiated between the Registrant and NAM, and it is expected that a final agreement will be concluded soon.

**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: February 15, 2011

By /s/ Scott F. Drill  
Scott F. Drill, President and Chief Executive Officer