

INSIGNIA SYSTEMS INC/MN
Form 8-K
June 13, 2016

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): **June 10, 2016**

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**

(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:

- 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 5.07. Submission of Matters to a Vote of Security Holders

The 2016 Annual Meeting of Shareholders (the Annual Meeting) of Insignia Systems, Inc. (Insignia or the Company) was held on June 10, 2016, in Minneapolis, Minnesota. At the Annual Meeting, there were present in person or by proxy 10,989,234 shares of the Company's common stock, representing 94.63% of the total outstanding shares. At the Annual Meeting, the Company's shareholders (1) elected six members of the Board of Directors of the Company; (2) approved, by non-binding vote, the Company's executive compensation; and (3) ratified the appointment of Baker Tilly Virchow Krause, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016.

The final voting results were:

1. The following directors were elected to serve for one year, and until their successors are elected:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|-----------|----------------|------------------|
| Sardar Biglari | 7,289,966 | 701,608 | 2,997,660 |
| Philip L. Cooley | 7,315,244 | 676,330 | 2,997,660 |
| Michael C. Howe | 7,385,511 | 606,063 | 2,997,660 |
| Nicholas J. Swenson | 7,581,043 | 410,531 | 2,997,660 |
| F. Peter Zaballos | 7,390,444 | 601,130 | 2,997,660 |
| Steven R. Zenz | 7,385,644 | 605,930 | 2,997,660 |

2. The shareholders present in person or by proxy voted to approve, by non-binding vote, the Company's executive compensation by a vote of 7,151,777 shares in favor, 638,142 shares against, 201,655 shares abstaining and 2,997,660 broker non-votes.

3. The shareholders present in person or by proxy voted to ratify the appointment of Baker Tilly Virchow Krause, LLP as the independent registered public accounting firm for the year ended December 31, 2016, by a vote of 10,929,069 shares in favor, 54,729 shares against and 5,436 shares abstaining.

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: June 13, 2017

By

/s/ Kristine A. Glancy
Kristine A. Glancy
Chief Executive Officer