

INSIGNIA SOLUTIONS PLC  
Form 10-Q/A  
July 23, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

Amendment #1

(Mark One)

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

For the quarterly period ended March 31, 2004

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-27012

**Insignia Solutions plc**

(Exact name of registrant as specified in its charter)

England and Wales

Not applicable

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(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

(Address of principal executive offices, including zip code)

**41300 Christy Street  
Fremont  
California 94538  
United States of America  
(510) 360-3700**

**Mercury Park, Wycombe Lane  
Wooburn Green  
High Wycombe, Bucks HP10 0HH  
United Kingdom  
(44) 1628-539500**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act): Yes ☐ No ☒

As of May 3, 2004, there were 29,141,353 ordinary shares of £0.20 each nominal value, outstanding.

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**EXPLANATORY NOTE**

The Registrant hereby amends Exhibits 31.1 and 31.2 of its Form 10-Q for the quarterly period ended March 31, 2004 filed with the Securities and Exchange Commission on May 17, 2004.

**Part II - Other Information**

**Item 6. Exhibits and Reports on Form 8-K**

(a) Exhibits

The following exhibits are filed as part of this Report:

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title</b>                                                                                                                            |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.03*                    | Amended and Restated 1995 Incentive Stock Option Plan for U.S. Employees                                                                        |
| 10.42*                    | Amended and Restated 1995 Employee Share Purchase Plan                                                                                          |
| 10.86*                    | Assignment of Intellectual Property Agreement between Insignia Solutions plc, Insignia Solutions Inc. and esmertec A.G. dated February 13, 2004 |
| 31.1                      | Section 302 certification of Chief Executive Officer                                                                                            |
| 31.2                      | Section 302 certification of Chief Financial Officer                                                                                            |
| 32.1                      | Section 906 certification of Chief Executive Officer                                                                                            |
| 32.2                      | Section 906 certification of Chief Financial Officer                                                                                            |

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\* Previously filed.

(b) Reports on Form 8-K

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We filed two Current Reports on Form 8-K during the first quarter of 2004: one Form 8-K was filed on January 9, 2004, which reported matters under Items 7 (Financial Statements, Pro Forma Financial Statements and Exhibits) and 12 (Results of Operations and Financial Condition), and one Form 8-K was filed on February 5, 2004, which also reported matters under Items 7 and 12.

**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 thereunto duly authorized.

**Insignia Solutions plc**

By:                      /s/ Robert E. Collins  
Robert E. Collins  
Chief Financial Officer

Date: July 23, 2004

**EXHIBIT INDEX**

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