

INSIGNIA SOLUTIONS PLC  
Form 10-Q/A  
August 19, 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 June 30, 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**

(State or other jurisdiction of incorporation  
or organization)

**Not applicable**

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

(Address of principal executive offices, including zip code)

**41300 Christy Street  
Fremont  
California 94538**

**Mercury Park, Wycombe Lane  
Wooburn Green  
High Wycombe, Bucks HP10 0HH**

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**United States of America**  
**(510) 360-3700**

**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 August 9, 2004, there were 29,404,062 ordinary shares of £0.20 each nominal value, outstanding.

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**EXPLANATORY NOTE**

The Registrant hereby restates the number of ordinary shares of £0.20 each nominal value, outstanding as of August 9, 2004 to 29,404,062 as reflected on the cover sheet of its Quarterly Report on Form 10-Q for the period ended June 30, 2004 filed with the Securities and Exchange Commission on August 13, 2004.

This amendment does not otherwise reflect events occurring after the original filing of the Quarterly Report on Form 10-Q on August 13, 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 Number</b>	<b>Exhibit Title</b>
10.87*	Termination and Waiver Agreement dated June 30, 2004 between the Registrant and esmertec A.G.
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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Form 8-K filed May 12, 2004 (under Items 12 and 7) for press release announcing financial results for quarter ended March 31, 2004.

**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: August 19, 2004

**EXHIBIT INDEX**

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