

INSIGNIA SOLUTIONS PLC  
Form POS AM  
November 08, 2002

As filed with the Securities and Exchange Commission on November 8, 2002

Registration No. 333-101072

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

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**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.)

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

The Mercury Centre, Wycombe Lane  
Wooburn Green  
High Wycombe, Bucks HP10  
United Kingdom  
(44) 1628-539500

(Addresses of Principal Executive Offices)

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**U.K. Employee Share Option Scheme 1996**

**1995 Incentive Stock Plan for U.S. Employees**

(Full title of the plans)

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**Richard M. Noling**

**Chief Executive Officer,**

**Acting Chief Financial Officer and Secretary**

**Insignia Solutions plc**

**41300 Christy Street**

**Fremont, California 94538**

(Name and address of agent for service)

**(510) 360-3700**

(Telephone number, including area code, of agent for service)

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Copy to:

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Venture Law Group

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A Professional Corporation

2775 Sand Hill Road

Menlo Park, California 94025

(650) 854-4488

This Post-Effective Amendment No. 1 to the Registration Statement shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933.

Registrant hereby amends Exhibit 23.3 of Registrant's Form S-8 Registration Statement (Registration Number 333-101072, filed with the Commission on November 7, 2002) in its entirety in the form attached hereto.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on November 8, 2002.

INSIGNIA SOLUTIONS plc

By: /s/ Richard M. Noling  
 Richard M. Noling  
 Chief Executive Officer, Acting  
 Chief Financial Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Richard M. Noling Richard M. Noling	Chief Executive Officer, Acting Chief Financial Officer, Secretary and Director (Principal Executive Officer and Principal Financial and Accounting Officer)	November 8, 2002
* Nicolas, Viscount Bearsted Nicholas, Viscount Bearsted	Director	November 8, 2002
* Vincent S. Pino Vincent S. Pino	Director	November 8, 2002
* David G. Frodsham David G. Frodsham	Director	November 8, 2002
* John C. Fogelin John C. Fogelin	Director	November 8, 2002

\* By: /s/ Richard M. Noling  
 Richard M. Noling

Attorney-in-Fact

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