

Edgar Filing: INSIGNIA SOLUTIONS PLC - Form SC 13G/A

INSIGNIA SOLUTIONS PLC
Form SC 13G/A
February 12, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Insignia Solutions, plc

(Name of Issuer)

Ordinary Shares (0.20 British pounds nominal value)

(Title of Class of Securities)

45766J107

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a
reporting person's initial filing on this form with respect to
the subject class of securities, and for any subsequent amendment
containing information which would alter the disclosures provided
in a prior cover page.

The information required in the remainder of this cover page
shall not be deemed to be "filed" for the purpose of Section 18
of the Securities Exchange Act of 1934 ("Act") or otherwise
subject to the liabilities of that section of the Act but shall
be subject to all other provisions of the Act (however, see the
Notes).

CUSIP NO. 45766J107

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1 NAME OF REPORTING PERSON

Castle Creek Technology Partners LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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(a) _____

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER None
	6 SHARED VOTING POWER 1,114,806
	7 SOLE DISPOSITIVE POWER None
	8 SHARED DISPOSITIVE POWER 1,114,806

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,114,806

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.55%

12 TYPE OF REPORTING PERSON (See Instructions)
OO

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1 NAME OF REPORTING PERSON

Castle Creek Partners, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) _____

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Illinois

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER None
	6	SHARED VOTING POWER 1,114,806
	7	SOLE DISPOSITIVE POWER None
	8	SHARED DISPOSITIVE POWER 1,114,806
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,114,806		
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []		
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.55%		
12 TYPE OF REPORTING PERSON (See Instructions) OO		

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1 NAME OF REPORTING PERSON

Daniel Asher

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) -----

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER None
	6	SHARED VOTING POWER None
	7	SOLE DISPOSITIVE POWER None
	8	SHARED DISPOSITIVE POWER None
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None		

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

ITEM 1 (a) NAME OF ISSUER:

Insignia Solutions, plc. (the "Issuer")

ITEM 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

41300 Christy Street, Fremont, California, 94538

ITEM 2 (a) NAME OF PERSON FILING:

The names of the persons filing this statement (the "Reporting Persons") are Castle Creek Technology Partners LLC ("CC Technology"), Castle Creek Partners, L.L.C. ("Investment Manager") and Mr. Daniel Asher ("Asher").

ITEM 2 (b) ADDRESS OF PRINCIPAL OFFICE:

The address of the principal office of each of the Reporting Persons is 111 West Jackson Blvd, Suite 2020, Chicago, IL 60604.

ITEM 2 (c) CITIZENSHIP:

Investment Manager is an Illinois limited liability company. CC Technology is a Delaware limited liability company. Asher is a citizen of the United States of America.

ITEM 2 (d) TITLE OF CLASS OF SECURITIES:

This statement relates to Ordinary Shares (0.20 British pounds nominal value) of the Issuer ("Ordinary Shares").

ITEM 2 (e) CUSIP NUMBER: 45766J107

ITEM 3 If this statement is filed pursuant to Rule 13d-1(b), or Rule 13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☐ An investment advisor in accordance with section 240.13d-1(b)(1)(ii) (E);

(f) ☐ An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii) (F);

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(g) ☐ A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

Item 4. OWNERSHIP:

(a)-(b) As of December 31, 2001, CC Technology beneficially owns 1,114,806 Ordinary Shares (the "Shares") of the Issuer, which constitute approximately 5.55% of the Ordinary Shares outstanding on such date. Investment Manager, through its relationship as investment manager of CC Technology, may be deemed to beneficially own all of such Shares, constituting approximately 5.55% of the Ordinary Shares outstanding.

(c) Acting through Investment Manager, its investment manager, CC Technology has shared power to vote or to direct the vote and to dispose or direct the disposition of all of the Shares. Investment Manager, as the investment manager of CC Technology, may be deemed to share the power to vote or direct the vote and to dispose or direct the disposition of all of such Shares.

The Reporting Persons expressly declare that the filing of this statement on Schedule 13G shall not be construed as an admission that they are, for the purposes of Section 13(d) or 13(g) of the Securities and Exchange Act of 1934, the beneficial owners of any securities covered by this statement.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: ☒ [X]

One of the three Reporting Persons, Mr. Asher, has ceased to be the beneficial owner of more than 5 percent of the class of securities.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares held by the Reporting Persons.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARIES WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

This item is not applicable.

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ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP.

This item is not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

This item is not applicable.

ITEM 10 CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February __, 2002

CASTLE CREEK TECHNOLOGY PARTNERS LLC

By: CASTLE CREEK PARTNERS, L.L.C., Investment Manager

By: /s/ Thomas A. Frei

Thomas A. Frei, Managing Director

CASTLE CREEK PARTNERS, L.L.C.

By: /s/Thomas A. Frei

Thomas A. Frei, Managing Director

/s/ Daniel Asher

Daniel Asher

EXHIBIT A

Agreement Relating to the Filing
of Joint Statements on Schedule 13G
Pursuant to Rule 13d-1(k)

It is agreed among the undersigned that the Schedule 13G

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Statement to which this document is attached as Exhibit A is filed on behalf of each of the undersigned as provided in Rule 13d-1(k) of the General Rules and Regulations of the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

Dated: February ___, 2002

CASTLE CREEK TECHNOLOGY PARTNERS LLC

By: CASTLE CREEK PARTNERS, L.L.C., Investment Manager

By: /s/ Thomas A. Frei

Thomas A. Frei, Managing Director

CASTLE CREEK PARTNERS, L.L.C.

By: /s/Thomas A. Frei

Thomas A. Frei, Managing Director

/s/ Daniel Asher

Daniel Asher