

INSIGNIA SOLUTIONS PLC  
Form F-6EF  
March 24, 2004

As filed with the Securities and Exchange Commission on March 24, 2004

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM F-6**  
**REGISTRATION STATEMENT**  
under  
**THE SECURITIES ACT OF 1933**  
For Depository Shares Evidenced by American Depositary Receipts

of

**INSIGNIA SOLUTIONS plc**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

**ENGLAND AND WALES**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depository as specified in its charter)

One Wall Street New York, N.Y. 10286  
(212) 495-1727

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

---

**The Bank of New York**  
**ADR Division**

**101 Barclay Street, 29th Floor**

**New York, New York, 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**  
**Peter B. Tisne, Esq.**  
**Emmet, Marvin & Martin, LLP**  
**120 Broadway**  
**New York, New York 10271**  
**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
<b>American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares of 20p each of Insignia Solutions plc</b>	<b>50,000,000 American Depositary Shares</b>	<b>\$5.00</b>	<b>\$2,500,000</b>	<b>\$316.75</b>

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.**

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

---

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depository	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 14, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18

- (vi) The deposit or sale of securities resulting from dividends, Articles number 12, 14, 15, 17 and splits or plans of reorganization 18
- (vii) Amendment, extension or termination of the deposit Articles number 20 and 21 agreement
- (viii) Rights of holders of Receipts to inspect the transfer books Article number 11 of the depository and the list of holders of Receipts
- (ix) Restrictions upon the right to deposit or withdraw the Articles number 2, 3, 4, 5, 6, 8 and underlying securities 22
- (x) Limitation upon the liability of the depository Articles number 13, 18, 19 and 21
3. Fees and Charges Articles number 7 and 8
- Item - 2.

Available Information

Public reports furnished by issuer Article number 11

---

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of November 17, 1995, among Insignia Solutions plc, The Bank of New York as Depository, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depository is a party relating to the issuance of the Depository Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.  
- Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

---

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 24, 2004.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares of 20p each of Insignia Solutions plc.

By:

The Bank of New York,  
As Depositary

By: /s/ Vincent J. Cahill, Jr.

Name: Vincent J. Cahill, Jr.

Title: Vice President

---

Pursuant to the requirements of the Securities Act of 1933, Insignia Solutions plc has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Fremont, California on March 24, 2004.

INSIGNIA SOLUTIONS plc

By: /s/ Mark E. McMillan

Name: Mark E. McMillan

Title: President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Mark E. McMillan and Robert Collins, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on March 24, 2004.

/s/ Nicholas, Viscount Bearsted

Name: Nicholas, Viscount Bearsted  
Director

/s/ Mark E. McMillan

Name: Mark E. McMillan  
President and Chief Executive Officer and  
Director  
Principal Executive Officer and Authorized U.S.  
Representative

/s/ John C. Fogelin

Name: John C. Fogelin  
Director

/s/ Robert Collins

Name: Robert Collins  
Principal Accounting and Financial Officer

/s/ David G. Frodsham

Name: David G. Frodsham  
Director

/s/ Richard M. Noling

Name: Richard M. Noling  
Director

/s/ Vincent S. Pino

Name: Vincent S. Pino  
Director

---

#### INDEX TO EXHIBITS

Exhibit  
Number

Exhibit

- |   |  |
|---|--|
| 1 | Form of Deposit Agreement dated as of November 17, 1995, among Insignia Solutions plc, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.   |
| 5 | Certification under Rule 466.  |