

IMAGE SENSING SYSTEMS INC

Form 8-K

October 13, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 Or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **October 8, 2015**

Image Sensing Systems, Inc.

(Exact name of registrant as specified in its charter)

Minnesota **000-26056** **41-1519168**
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

500 Spruce Tree Centre, 1600
University Avenue West, St. Paul, **55104**
Minnesota
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(651) 603-7700**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On October 8, 2015, the Board of Directors of Image Sensing Systems, Inc. (the “Company”) appointed Andrew T. Berger, 43 years old, to the Company’s Board of Directors. Mr. Berger is the Managing Member of AB Value Management LLC, which serves as the General Partner of AB Value Partners, LP. Mr. Berger has nearly two decades of experience in investment analysis, investment management, and business consulting. From March 1998 through January 2002, Mr. Berger served as Equity Analyst for Value Line, Inc. Since February 2002, Mr. Berger has served as President of Walker's Manual, Inc., an investment publisher that he transformed into a business consulting company whose clients have included public and private companies.

Mr. Berger will be compensated as a non-employee director in accordance with the Company’s non-employee director compensation program. Under the program, for 2015, he will receive a pro-rated portion of the \$50,000 annual retainer paid to all non-employee directors, of which half will be paid in cash and half as a stock award.

Item 9.01. Financial Statements and Exhibits.

(d)*Exhibits.* The following exhibit is being filed with this Current Report on Form 8-K:

99.1 Press Release dated October 13, 2015 of Image Sensing Systems, Inc.

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 hereunto duly authorized.

Image Sensing
Systems, Inc.

Date: October 13, 2015

By /s/ Dale E. Parker
Interim President,
Interim Chief
Executive Officer, and
Chief Financial
Officer (Principal
Executive Officer,
Principal Financial
Officer and Principal
Accounting Officer)

EXHIBIT INDEX

| <u>Exhibit</u> <u>No.</u> | <u>Description</u> |
|------------------------------|--------------------|
|------------------------------|--------------------|

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| 99.1 | Press Release, dated October 13, 2015, of Image Sensing Systems, Inc. |
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