

IMAGE SENSING SYSTEMS INC  
Form 8-K  
April 13, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported) **April 10, 2012**

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**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**

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(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.**

(b) On April 10, 2012, Michael G. Eleftheriou resigned from the Board of Directors of Image Sensing Systems, Inc. (the “Company”). On April 11, 2012, the Company’s Board appointed James W. Bracke, who is the Chairman of the Board, to serve on the Audit Committee.

**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: April 13, 2012

By /s/ Gregroy R. L. Smith  
Chief Financial Officer and Treasurer  
(Principal Financial Officer and  
Principal Accounting Officer)