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INSIGNIA FINANCIAL GROUP INC /DE/
Form SC 13D/A
August 01, 2003

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

SCHEDULE 13D
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 5)

INSIGNIA FINANCIAL GROUP, INC.
(f/k/a INSIGNIA/ESG HOLDINGS, INC.)

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

45767A 10 5 (COMMON STOCK)

(CUSIP Number)

ANDREW L. FARKAS
c/o INSIGNIA FINANCIAL GROUP, INC.
200 PARK AVENUE
NEW YORK, NEW YORK 10166

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 23, 2003

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13(d)-1(f) or 13(d)-1(g), check the following box .

NOTE. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

SCHEDULE 13D

CUSIP NO. 45767A 10 5

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Andrew L. Farkas

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(Intentionally Omitted)

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER
NUMBER OF		None
SHARES		
	8	SHARED VOTING POWER
BENEFICIALLY		None
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		None
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 45767A 10 5

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Metro Shelter Directives, Inc.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(Intentionally Omitted)

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

(a) [_]
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES None

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
None

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 45767A 10 5

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
F III, Inc.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(Intentionally Omitted)

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

(a)
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES

None

BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON

None

PERSON

10 SHARED DISPOSITIVE POWER

WITH

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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AMENDMENT NO. 5
TO
STATEMENT ON SCHEDULE 13D
PURSUANT TO RULE 13D-1
UNDER THE
SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

The reporting persons hereby amend Items 4 and 5 of the Statement on Schedule 13D, as previously amended, filed on their behalf with the Securities and Exchange Commission. Unless otherwise indicated, capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in such previously filed Statement on Schedule 13D, as amended.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is replaced in its entirety with the following paragraphs:

On July 23, 2003, CB Richard Ellis Services, Inc. ("CB Richard Ellis Services"), through its wholly owned affiliate ("Merger Sub"), has completed the acquisition of the Issuer in a cash merger (the "Merger"). In the Merger, each share of common stock of the Issuer has been converted into the right to receive \$11.156 per share and each option or warrant to purchase shares of common stock of the Issuer has been converted into the right to receive a cash payment equal to the excess, if any, of the merger consideration of \$11.156 per share over the exercise price of such option or warrant. As a result of the Merger, the Issuer became a privately held company and its common stock was delisted from the New York Stock Exchange.

The Merger was consummated pursuant to an Amended and Restated Agreement and Plan of Merger, dated as of May 28, 2003, by and among the Issuer, CBRE Holding, Inc., CB Richard Ellis Services and Merger Sub.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is amended by replacing the existing information with the following:

In the Merger, the reporting persons disposed of all shares of common stock of the Issuer beneficially owned by any of them. This statement is being filed to report the fact that as of July 23, 2003, the reporting persons have ceased to be the beneficial owner of any securities of the Issuer.

SIGNATURES

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

Dated: August 1, 2003

/s/ Andrew L. Farkas

Andrew L. Farkas, individually

Metro Shelter Directives, Inc.

By: /s/ Andrew L. Farkas

Andrew L. Farkas
President

F III, Inc.

By: /s/ Andrew L. Farkas

Andrew L. Farkas
President