FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

|   | OMB APPRO                | VAL       |  |  |  |  |  |  |  |
|---|--------------------------|-----------|--|--|--|--|--|--|--|
|   | OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
|   | Estimated average burden |           |  |  |  |  |  |  |  |
| l | hours per response:      | 0.5       |  |  |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person*  ON TENT CONTROL OF THE PROPERTY OF |                           |                          |           |          |                            | 2. Issuer Name and Ticker or Trading Symbol INSEEGO CORP. [ INSG ] |   |                   |                                  |  |           |                          |                                    |                                       | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                                      |                           |           |   |   |  |  |
|---|---------------------------|--------------------------|-----------|----------|----------------------------|--|---|-------------------|----------------------------------|--|-----------|--------------------------|------------------------------------|---------------------------------------|---|--------------------------------------|---------------------------|-----------|---|---|--|--|
| SWENSON SUSAN   |                           |                          |           |          |                            | Intellige Coltr. [ mod ]   |   |                   |                                  |  |           |                          |                                    |                                       | X Direc   |                                      | or 109                    |           | 10% C   | Owner   |  |  |
| ,   |                           | -                        |           |          |                            |  |   |                   |                                  |  |           | X                        |                                    | Officer (give title                   |   | Other (specify                       |                           |           |   |   |  |  |
| (Last) (First) (Middle)   |                           |                          |           |          |                            |  | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2017 |                   |                                  |  |           |                          |                                    |                                       |   | belov                                | below)                    |           | below)  |   |  |  |
| 9605 SCRANTON ROAD  |                           |                          |           |          |                            |  | 03/01/2017  |                   |                                  |  |           |                          |                                    |                                       | CEO   |                                      |                           |           |   |   |  |  |
| SUITE 300   |                           |                          |           |          |                            |  |   |                   |                                  |  |           |                          |                                    |                                       |   |                                      |                           |           |   |   |  |  |
|   |                           |                          |           |          |                            | 4. If Amendment, Date of Original Filed (Month/Day/Year)           |   |                   |                                  |  |           |                          |                                    |                                       | 6. Individual or Joint/Group Filing (Check Applicable Line)             |                                      |                           |           |   |   |  |  |
| (Street)  |                           |                          |           |          |                            |  |   |                   |                                  |  |           |                          |                                    |                                       |   | X Form filed by One Reporting Person |                           |           |   |   |  |  |
| SAN DIEGO CA 92121  |                           |                          |           |          |                            |  |   |                   |                                  |  |           |                          |                                    | Form filed by More than One Reporting |   |                                      |                           |           | orting  |   |  |  |
| (0)   |                           |                          |           |          |                            |  |   |                   |                                  |  |           |                          |                                    |                                       | Person  |                                      |                           |           |   |   |  |  |
| (City)  | (5                        | tate) (                  | Zip)      |          |                            |  |   |                   |                                  |  |           |                          |                                    |                                       |   |                                      |                           |           |   |   |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  |                           |                          |           |          |                            |  |   |                   |                                  |  |           |                          |                                    |                                       |   |                                      |                           |           |   |   |  |  |
| 1. Title of S   | ecurity (Ins              | tr. 3)                   |           | 2. Trans | action                     | tion 2A. Deemed Execution Date,                                    |   |                   |                                  | 3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, |           |                          |                                    |                                       | 4 and Securi<br>Benefi<br>Owned<br>Repor                                |                                      | ount of                   |           | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|   |                           |                          |           |          | Day/Yea                    | ar)   i  | if any<br>(Month/Day/Year)                                  |                   | Code (Instr. 5)                  |  |           | . 01 (1                  | b) (III3ti.                        | J, 4 a                                |   |                                      | cially                    | (D) or li |   |   |  |  |
|   |                           |                          |           |          | ["                         |  | (Month/Day/Year)  |                   | 8)                               |  |           | _                        |                                    |                                       |   |                                      | ted                       | (i) (inst |   |   |  |  |
|   |                           |                          |           |          |                            | Code   | ٧   | Amount            |                                  | (A) or<br>(D)  | Price     | •                        | Transaction(s)<br>(Instr. 3 and 4) |                                       |   |                                      |                           |           |   |   |  |  |
| Common Stock 03/01/   |                           |                          |           |          |                            |  |   |                   | F <sup>(1)</sup>                 |  | 92,415    |                          | D                                  | \$2.93                                |   | 958,386                              |                           | I         | )   |   |  |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   |                           |                          |           |          |                            |  |   |                   |                                  |  |           |                          |                                    |                                       |   |                                      |                           |           |   |   |  |  |
|   |                           |                          |           |          |                            |  |   |                   |                                  |  | onvertib  |                          |                                    |                                       | , .   |                                      |                           |           |   |   |  |  |
| 1. Title of   | 2.                        | 3. Transaction           | 3A. Deem  | Date,    | 4.                         |  | 5. Number   |                   | 6. Date E                        | xercis   | sable and | 7. Title and             |                                    |                                       |   | rice of 9. Number of                 |                           |           | 11. Nature  |   |  |  |
| Derivative<br>Security  | Conversion<br>or Exercise | Date<br>(Month/Day/Year) | if any    |          | Transaction<br>Code (Instr |  | r. Derivative   |                   | Expiration Date (Month/Day/Year) |  |           | Sec                      | Amount of<br>Securities            |                                       | Derivative<br>Security<br>(Instr. 5)                                    |                                      | derivative<br>Securities  | For       | Ownership<br>Form:<br>Direct (D)<br>or Indirect                   | of Indirect<br>Beneficial   |  |  |
| (Instr. 3)  | Price of<br>Derivative    |                          | (Month/Da | ay/Year) | /Year)   8)                |  | Securities<br>Acquired                                      |                   |                                  |  |           | Underlying<br>Derivative |                                    |                                       |   |                                      | Beneficially<br>Owned     | or I      |   | Ownership<br>(Instr. 4)   |  |  |
|   | Security                  |                          |           |          |                            |  | (A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5)      |                   |                                  | Security (Instr<br>and 4)  |           |                          |                                    | str. 3                                | 3   |                                      | Following<br>Reported     | '' '      | (I) (Instr. 4)  |   |  |  |
|   |                           |                          |           |          |                            |  |   |                   |                                  |  |           |                          |                                    |                                       |   |                                      | Transaction<br>(Instr. 4) | (s)       |   |   |  |  |
|   |                           |                          |           |          |                            |  |   |                   |                                  |  |           |                          |                                    |                                       |   |                                      | ·                         |           |   |   |  |  |
|   |                           |                          |           |          |                            |  |   |                   |                                  |  |           | Amo<br>or<br>Num         |                                    | :                                     |   |                                      |                           |           |   |   |  |  |
|   |                           |                          |           |          |                            |  |   | Data              | - 1.                             | Evniratio-   |           |                          |                                    |                                       |   |                                      |                           |           |   |   |  |  |
|   |                           |                          |           | Code     | v                          | (A)  | (D)   | Date<br>Exercisal |                                  | Expiration<br>Date   | Title     | of<br>e Sha              | ares                               |                                       |   |                                      |                           |           |   |   |  |  |

## **Explanation of Responses:**

1. Automatic disposition of shares back to Issuer (and subsequent cancellation therof) soley to satisfy immediate payroll tax withholding obligation triggered by the vesting of restricted stock. The Reporting Person received no proceeds from this transaction.

## Remarks:

Remarks: As a result of an internal reorganization completed on November 8, 2016, Inseego Corp. is a successor issuer to Novatel Wireless, Inc. for purposes of Section 16 of the Securities Exchange Act of 1934.

Susan Swenson 03/03/2017

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.