

**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): June 30, 2017**

---

**INSEEGO CORP.**

(Exact Name of Registrant as Specified in its Charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-31659**  
(Commission file number)

**81-3377646**  
(I.R.S. Employer  
identification number)

**9605 Scranton Road, Suite 300  
San Diego, California 92121**  
(Address of principal executive offices) (Zip Code)

**(858) 812-3400**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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:

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

---

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

On June 30, 2017, James Ledwith and David Werner, two independent directors on the Board of Directors of Inseego Corp. (the “Company”), resigned from the Company’s Board of Directors, effective as of the close of business on June 30, 2017. The resignations of Mr. Ledwith and Mr. Werner were not the result of any disagreement with respect to the Company’s operations, policies or practices.

In connection with the resignations of Mr. Ledwith and Mr. Werner, in recognition of their past service and contributions to the Company, the Board of Directors of the Company accelerated the vesting of outstanding unvested equity awards previously granted to each of them. This resulted in the immediate vesting of 28,333 restricted stock units awarded to each of Mr. Ledwith and Mr. Werner on May 12, 2017, which otherwise would have become fully vested on May 12, 2018 if they had continued to serve as directors through such date.

---

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **INSEEGO CORP.**

By: /s/ Lance Bridges

Lance Bridges

*Senior Vice President, General Counsel and Secretary*

Date: July 6, 2017