SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL									
OMB Number: 3235-0287									
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1. Name and Addres <u>TUDER JEFI</u>	ss of Reporting Persor FREY	*]	2. Issuer Name and Ticker or Trading Symbol INSEEGO CORP. [INSG]		tionship of Reporting Persor all applicable) Director	n(s) to Issuer 10% Owner Other (specify below)		
(Last) 9605 SCRANTC	(First) ON ROAD, SUITE	(Middle) 300	3. Date of Earliest Transaction (Month/Day/Year) 11/28/2018		Officer (give title below)			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
SAN DIEGO	CA	92121		X	Form filed by One Report	•		
(City)	(State)	(Zip)			Person	She Kepotung		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	11/28/2018		М		35,033	A	\$1.25	145,798	D	
Common Stock	11/28/2018		S		35,033	D	\$3.7569(1)	110,765	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<u> </u>															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.25	11/28/2018		М			35,033	06/30/2017	06/30/2027	Common Stock	35,033	\$1.25	0	D	

Explanation of Responses:

1. Weighted-average price at which shares were sold on the listed date between the range of \$3.735 and \$3.810 per share. The reporting person undertakes to provide upon request to the SEC Staff, the Issuer, or a security holder of the Issuer information regarding the number of shares sold at each price.

Remarks:

/s/ Dennis Calderon, Attorney-11/30/2018 in-Fact

** Signature of Reporting Person Date

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

* 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.