

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Golden Harbor Ltd.</u>  (Last) (First) (Middle) <u>CAY HOUSE, EP TAYLOR DRIVE N7776</u> <u>LYFORD CAY</u>  (Street) <u>NEW</u> <u>C5</u> <u>PROVIDENCE</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INSEEGO CORP. [ INSG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/28/2019		M		3,166,275	A	\$2.52	21,965,504	D <sup>(1)</sup>	

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Warrant (right to purchase)	\$2.52	03/28/2019		M		3,166,275		02/06/2019	08/06/2023	Common Stock	3,166,275	\$0.00	0	D <sup>(1)</sup>	
Warrant (right to purchase)	\$7	03/28/2019		A		1,875,000		09/28/2019	06/30/2022	Common Stock	1,875,000	\$0.00	1,875,000	D <sup>(1)</sup>	

1. Name and Address of Reporting Person\*  
Golden Harbor Ltd.  
 (Last) (First) (Middle)  
CAY HOUSE, EP TAYLOR DRIVE N7776  
LYFORD CAY  
 (Street)  
NEW C5  
PROVIDENCE  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
LEWIS JOSEPH  
 (Last) (First) (Middle)  
CAY HOUSE, EP TAYLOR DRIVE N7776  
LYFORD CAY  
 (Street)  
NEW C5  
PROVIDENCE  
 (City) (State) (Zip)

**Explanation of Responses:**

1. These securities are owned directly by Golden Harbor Ltd ("Golden Harbor"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of Golden Harbor and Joseph C. Lewis. Mr. Lewis is the sole indirect beneficial owner of and controls Golden Harbor.

**Remarks:**

Golden Harbor Ltd., By: /s/ Jason C. Callender, Jason C. Callender, 03/29/2019  
Director & Vice President

/s/ Joseph C. Lewis

03/29/2019

\*\* 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.**