FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

	OMB APPROVAL									
	OMB Number:	3235-0287								
l	Estimated average burd	en								
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).

## 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

1. Name and Address of Reporting Person* PONS ROBERT M						2. Issuer Name and Ticker or Trading Symbol INSEEGO CORP. [ INSG ]									elationship o eck all applio	′			
(Last) 9605 SC	`	irst)		3. Date of Earliest Transaction (Month/Day/Year) 02/14/2019									Officer below)	(give title		Other (s below)	pecify		
(Street) SAN DIEGO CA 92121 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)									ndividual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transac							3. Transaci	4. Securit	of, or Benefici			5. Amou Securitie	nt of			7. Nature			
				(Month	/Day/Ye	ear)	Execution Date, if any (Month/Day/Year)		Code (Instr.				,	Benefici Owned F	Beneficially (D		r Indirect istr. 4)	Beneficial Ownership (Instr. 4)	
									Code	V	Amount	() ()	A) or D)	Price			Transact		
Common	Stock	02/14/2019 A 8,781 <sup>(1)(2)</sup> A \$0 174,333 D																	
			Table II -						ired, Di options						Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date,	4. Transa Code ( 8)		of		6. Date Exe Expiration (Month/Day	Date	of Sec Under Deriva		. Title and Amount of Securities Inderlying Perivative Security Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	i G	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exercisable		xpiration late	Title	or No of	umber					
Stock Option (Right to	\$4.7	02/14/2019			A		28,466		02/14/2020	0	2/14/2029	Comm		8,466	\$0	28,460	6	D	

## **Explanation of Responses:**

- 1. The restricted stock units convert into common stock on a one-for-one basis.
- $2. \ The \ restricted \ stock \ units \ will \ vest \ in \ full \ on \ the \ first \ anniversary \ of \ the \ grant \ date.$

## Remarks:

/s/ Robert Pons

02/19/2019

\*\* 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.