

OMB APPROVAL

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Estimated average burden

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>North Sound Trading, LP</u> (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/06/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>INSEEGO CORP. [INSG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>7,525,500</u>	<u>D⁽¹⁾</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Warrant (right to purchase)</u>	<u>02/06/2019</u>	<u>08/06/2023⁽²⁾</u>	<u>Common Stock</u> <u>1,055,425</u>	<u>2.52</u>	<u>D⁽¹⁾</u>	
<u>Convertible note</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u> <u>\$5,650,000</u>	<u>4.7⁽³⁾</u>	<u>D⁽¹⁾</u>	

1. Name and Address of Reporting Person* <u>North Sound Trading, LP</u> (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>North Sound Management, Inc.</u> (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Miller Brian</u> (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> (Street) <u>GREENWICH CT 06830</u> (City) (State) (Zip)		
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Explanation of Responses:

1. The shares are owned directly by North Sound Trading, LP, a Delaware partnership ("North Sound Trading"). Mr. Miller is the sole shareholder of North Sound Management, Inc., a Delaware corporation, which is in turn the general partner of North Sound Trading. Mr. Miller is a director of the Issuer.
2. The warrant contains limitations on exercise based on the beneficial ownership of the warrant holder at the time of exercise. The beneficial ownership limitation is initially 9.99% of the number of shares of common stock outstanding immediately after giving effect to the issuance of common stock issuable upon exercise of the warrant.
3. The convertible note will mature on June 15, 2022, unless earlier converted, redeemed or repurchased. The convertible note is convertible into cash, shares of the Issuer's common stock, or a combination thereof, at the Issuer's election, at an initial conversion price of \$4.70 per share of common stock, which is subject to adjustment. The convertible note may be converted by the holder in whole or in part at any time prior to the close of business on the business day immediately preceding December 15, 2021 but subject to certain conditions.

[/s/ Brian Miller, President of
North Sound Management,
Inc., acting as General Partner
of North Sound Trading, LP](#) [08/15/2018](#)

[/s/ Brian Miller, President of
North Sound Management, Inc.](#) [08/15/2018](#)

[/s/ Brian Miller](#) [08/15/2018](#)

** 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 5 (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.