

**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): April 18, 2024

INSEEGO CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38358
(Commission
file number)

81-3377646
(IRS Employer
Identification No.)

**9710 Scranton Road, Suite 200
San Diego, California 92121**
(Address of principal executive offices) (Zip Code)

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

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	INSG	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company 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 1.02 Termination of a Material Definitive Agreement.

Effective April 18, 2024, Inseego Corp. (the “Company”), exercised its right to voluntarily terminate the Loan and Security Agreement, dated as of August 5, 2022, by and among Siena Lending Group LLC, as lender (the “Lender”), Inseego Wireless, Inc. and Inseego North America LLC, as borrowers, and the Company, as guarantor (as amended, the “Loan and Security Agreement”).

In connection with the termination of the Loan and Security Agreement, in addition to any outstanding loan balance, accrued interest, and other charges, the Company was required to pay an early termination fee of \$250,000 to the Lender. In addition, the Company will be required to pay an exit fee in the aggregate amount of \$400,000 to South Ocean Funding, LLC and North Sound Ventures, LP (collectively, the “Participants”) as a result of the early redemption of the Participants’ \$4.0 million the last-out subordinated participation interest in the Loan and Security Agreement pursuant to a Participation Agreement between the Participants and the Lender. South Ocean Funding, LLC is an affiliate of Golden Harbor, Ltd. and North Sound Ventures, LP is an affiliate of North Sound Management, Inc. As of the date hereof, each of Golden Harbor, Ltd. and North Sound Management, Inc. hold in excess of 5% of the Company’s outstanding common stock. James Avery, a member of the Company’s Board of Directors, currently serves as Senior Managing Director of Tavistock Group, an affiliate of South Ocean Funding, LLC.

Item 7.01 Regulation FD Disclosure.

On April 18, 2024, the Company issued a press release announcing the termination of the Loan and Security Agreement. A copy of the press release is attached to this current report on Form 8-K as Exhibit 99.1.

The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information of the information in this Item 7.01, including Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following Exhibits are filed with this report:

- 99.1 [Press release dated April 18, 2024.](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

INSEGO CORP.

By: /s/ Steven Gatoff
Name: Steven Gatoff
Title: Chief Financial Officer

Date: April 18, 2024



Inseego Voluntarily Pays-off and Terminates Asset-Backed Loan Facility to Improve Capital Structure Flexibility and Meaningfully Reduce Financing Costs

Elimination of restrictive borrowing facility provides for more efficient debt capacity and cash management

SAN DIEGO—April 18, 2024—Inseego Corp. (Nasdaq: INSG) (the “Company”), a technology leader in 5G mobile and fixed wireless solutions for mobile network operators, Fortune 500 enterprises, and SMBs, announced today that as a result of its improving liquidity position and financial results, the Company exercised its right to voluntarily pay-off and terminate its asset-backed loan facility (the “ABL Facility”) with Siena Lending Group (“Siena”).

On a monthly basis, the Company has been required by the terms of the ABL Facility to pay fees and interest expense on a principal amount of \$8.5 million, irrespective of the amount of funds actually borrowed by the Company under the ABL Facility. During 2023, for example, the Company incurred interest expense and fees related to the ABL Facility of \$1.9 million.

With the pay-off and termination of the ABL Facility, the Company will have no loan balance outstanding and incur no interest expense under the facility going forward; further, the lien on all of the Company’s assets associated with the ABL Facility will be released.

As a result of the Company’s improvements in revenue growth and financial performance, and the favorable trend in cash management, the Company believes it has the needed liquidity going forward to meet its working capital needs.

During the week of April 15, 2024, the Company notified Siena and paid the outstanding balance and related termination fees on the ABL Facility of approximately \$3.0 million. The Company will also be required to pay an exit fee in the aggregate amount of \$400,000 to South Ocean Funding, LLC and North Sound Ventures, LP (collectively, the “Participants”) as a result of the early redemption of the Participants’ \$4.0 million last-out subordinated participation interest in the Loan and Security Agreement pursuant to a Participation Agreement between the Participants and Siena Lending Group. South Ocean Funding, LLC is an affiliate of Golden Harbor, Ltd. and North Sound Ventures, LP is an affiliate of North Sound Management, Inc. As of the date hereof, each of Golden Harbor, Ltd. and North Sound Management, Inc. are beneficial owners of in excess of 5% of the Company’s outstanding common stock. James Avery, a member of the Company’s Board of Directors, currently serves as Senior Managing Director of Tavistock Group, an affiliate of South Ocean Funding, LLC.

About Inseego Corp.

Inseego Corp. (Nasdaq: INSG) is the industry leader in 5G Enterprise cloud WAN solutions, with millions of end customers and thousands of enterprise and SMB customers on its 4G, 5G, and cloud platforms. Inseego’s 5G Edge Cloud combines the industry’s best 5G technology, rich cloud networking features, and intelligent edge applications. Inseego powers new business experiences by connecting distributed sites and workforces, securing enterprise data, and improving business outcomes with intelligent operational visibility---all over a 5G network. For more information on Inseego, visit www.inseego.com #Putting5GtoWork

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Cautionary Note Regarding Forward-Looking Statements

Some of the information presented in this news release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In this context, forward-looking statements often address expected future business and financial performance and often contain words such as “may,” “estimate,” “anticipate,” “believe,” “expect,” “intend,” “plan,” “project,” “will” and similar words and phrases indicating future results. The information presented in this news release related to our future business outlook, financial performance and working capital needs, the future demand for our products, and other statements that are not purely historical facts are forward-looking. These forward-looking statements are based on management’s current expectations, assumptions, estimates, and projections. They are subject to significant risks and uncertainties that could cause results to differ materially from those anticipated in such forward-looking statements. We, therefore, cannot guarantee future results, performance, or achievements. Actual results could differ materially from our expectations.

Factors that could cause actual results to differ materially from the Company’s expectations include: (1) the future demand for wireless broadband access to data and asset management software and services and our ability to accurately forecast; (2) the growth of wireless wide-area networking and asset management software and services; (3) customer and end-user acceptance of the Company’s current product and service offerings and market demand for the Company’s anticipated new product and service offerings; (4) our ability to develop sales channels and to onboard channel partners; (5) dependence on a small number of customers for a significant portion of the Company’s revenues and accounts receivable; (6) increased competition and pricing pressure from participants in the markets in which the Company is engaged; (7) dependence on third-party manufacturers and key component suppliers worldwide; (8) the impact of fluctuations of foreign currency exchange rates; (9) the impact of supply chain challenges on our ability to source components and manufacture our products; (10) unexpected liabilities or expenses; (11) the Company’s ability to introduce new products and services in a timely manner, including the ability to develop and launch 5G products at the speed and functionality required by our customers; (12) litigation, regulatory and IP developments related to our products or components of our products; (13) the Company’s ability to raise additional financing when the Company requires capital for operations or to satisfy corporate obligations; (14) the Company’s plans and expectations relating to acquisitions, divestitures, strategic relationships, international expansion, software and hardware developments, personnel matters, and cost containment initiatives, including restructuring activities and the timing of their implementations; (15) the global semiconductor shortage and any related price increases or supply chain disruptions, (16) the potential impact of COVID-19 or other global public health emergencies on the business, (17) the impact of high rates of inflation and rising interest rates, and (18) the impact of geopolitical instability on our business.

These factors, as well as other factors set forth as risk factors or otherwise described in the reports filed by the Company with the SEC (available at www.sec.gov), could cause results to differ materially from those expressed in the Company’s forward-looking statements. The Company assumes no obligation to update publicly any forward-looking statements, even if new information becomes available or other events occur in the future, except as otherwise required under applicable law and our ongoing reporting obligations under the Securities Exchange Act of 1934, as amended.

Investor Relations Contact:

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