

**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): January 5, 2018

INSEEGO CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-31659
(Commission file number)

81-3377646
(I.R.S. Employer
identification number)

**9605 Scranton Road, Suite 300
San Diego, California 92121**
(Address of principal executive offices) (Zip Code)

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 5, 2018, the Board of Directors (the “Board”) of Inseego Corp. (the “Company”) unanimously adopted a resolution to appoint Mark Licht to fill a vacancy on the Board. The appointment became effective immediately.

Upon his appointment to the Board, Mr. Licht became a member of the class of directors with terms expiring at the 2019 Annual Meeting of Stockholders of the Company. The Board has determined that Mr. Licht qualifies as an independent director and is qualified to serve under the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and listing rules of The NASDAQ Stock Market LLC. For his service on the Board, Mr. Licht will receive the same compensation as other non-management directors, as described in the Company’s most recent proxy statement filed with the SEC. Mr. Licht has also entered into the Company’s standard form of indemnification agreement.

Mr. Licht, age 64, has served as President of Licht & Associates, a strategic advisory services firm that conducts strategic business analysis, develops business and operating plans, evaluates market opportunities and technology trends, assists with financing and proposes alternative business strategies for chief executive officers and their executive teams in the telematics, internet of things (IoT) and Location Based Services industries, since 2007. In that capacity Mr. Licht has worked with investment bankers and private equity funds, as well as directly with boards of directors and management teams of companies in the US, Latin America and Europe in developing go to market strategies and product roadmaps, exploring strategic investments, acquisitions and the sale of companies in the telematics market. Mr. Licht has also served as Senior Advisor of C.J. Driscoll & Associates since 2010 and as an Advisor at Motus Ventures since 2016. Mr. Licht co-founded North American Teletrac in 1985 and served as its President until 2001 and served as the EVP for Strategy at AirTouch Teletrac until 1996. He co-founded Ituran in 1994. Mr. Licht also co-founded SigmaOne Communications in 1998 and served as its President until 2001. Mr. Licht currently serves on the boards of directors or advisory boards of a number of fleet management, autonomous vehicle, insurance telematics, data analytics and OEM focused telematics companies, including Preteckt, a predictive maintenance technology provider, Peloton Technology, a connected and automated vehicle technology company; Eleven X, an operator of LORA networks in Canada, Road Track, an OEM telematics service provider in Latin America, and GPS Dashboard, a developer of sales management solutions in the Salesforce marketplace. Mr. Licht received a Master of Science degree in International Relations from The London School of Economics and a Bachelor of Arts degree in Political Science from the University of California, Los Angeles.

There are no arrangements or understandings between Mr. Licht and any other persons pursuant to which he was elected as a director of the Company. There are also no family relationships between Mr. Licht and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Licht’s appointment to the Board was announced in a press release, a copy of which is attached hereto as 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 January 8, 2018.](#)

SIGNATURES

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

INSEEGO CORP.

By: /s/ Stephen Smith

Stephen Smith

Executive Vice President and Chief Financial Officer

Date: January 8, 2018



Inseego Corp. Appoints Telematics Industry Veteran Mark Licht to its Board of Directors

SAN DIEGO, CA—January 8, 2018—Inseego Corp. (Nasdaq: INSG), a global leader in software-as-a-service (SaaS) business intelligence solutions, Internet of Things (IoT) and mobile technology, today announced the appointment of Mark Licht to its Board of Directors, effective January 5, 2018.

“We’re thrilled to have a high-profile industry expert such as Mark join our Board of Directors,” said Dan Mondor, President and CEO of Inseego. “Mark’s extensive experience in both domestic and international telematics markets will be an extremely important asset to the Company as we look to strengthen the Ctrack brand and expand into exciting new verticals. Mark’s entrepreneurial background and deep industry relationships bring fresh insights to Inseego which will help accelerate our transformation.”

“Mark’s decades of experience as a founder and senior operating executive in the telematics industry will be invaluable to us as we continue on our path to establish Inseego as a leading provider of mobility solutions for the Internet of Things and connected asset tracking market,” said Phil Falcone, Chairman of the Board of Directors of Inseego.

Mr. Licht has an extensive background in the telematics industry with over 25 years of experience in the formation, financing, and operation of wireless location services and technology companies. He has founded several high-profile companies in the telematics and IoT markets, including Teletrac, Ituran, and Sigma One Communications. Mr. Licht currently serves on the Boards or Advisory Boards of a number of fleet management, insurance telematics, data analytics, autonomous vehicle, predictive maintenance and OEM telematics companies in the United States and Latin America. He holds a Bachelor of Arts degree from the University of California, Los Angeles (UCLA) and a Master of Science degree from the London School of Economics.

“I look forward to joining Inseego’s Board to assist the Company in continuing to grow its telematics and IoT and mobile solutions businesses as it pursues exciting new global opportunities. Inseego’s strong market position along with a highly innovative Ctrack solution are compelling, and I am excited to join such a great team,” said Mr. Licht.

About Inseego Corp.

Inseego Corp. (Nasdaq: INSG), a global leader in software-as-a-service (SaaS) business intelligence solutions, Internet of Things (IoT) and mobile technology, is transforming business mobility through its broad portfolio of solutions. We enable a wide array of applications for worldwide service provider, enterprise and SMB markets with our asset tracking and carrier activation solutions. Inseego’s high-performance Skyus modems and gateways, and MiFi branded intelligent mobile devices power a wide array of consumer, service provider, SMB and mission critical enterprise applications with a “zero unscheduled downtime” mandate - including industrial IoT, SD WAN failover management and broadband mobile Wi-Fi hotspots. Inseego is headquartered in San Diego, California with offices worldwide. www.inseego.com Twitter @inseego

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This release may contain forward-looking statements, which are made pursuant to the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995, as amended to date. These forward-looking statements involve risks and uncertainties. A number of important factors could cause actual results to differ materially from those in the forward-looking statements contained herein. These factors include risks relating to the growth of the business, the timing of such growth and future opportunities, technological changes, new product introductions, continued acceptance of Inseego’s products and dependence on intellectual property rights. These factors, as well as other factors that could cause actual results to differ materially, are discussed in more detail in Inseego’s filings with the United States Securities and Exchange Commission (available at www.sec.gov) and other regulatory agencies.

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