

**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): September 15, 2023

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 Preferred Stock Purchase Rights	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 15, 2023, the board of directors (the “Board”) of Inseego Corp. (the “Company”) approved an increase in the size of the Board from five to six members, and appointed Philip G. Brace as a non-employee director to fill the vacancy created by the increase in the size of the Board, with such appointment effective as of September 18, 2023. Upon his appointment to the Board, Mr. Brace became a member of the class of directors with terms expiring at the 2025 Annual Meeting of the Stockholders of the Company. The Board has determined that Mr. Brace qualifies as “independent” in accordance with the published listing requirements of the Nasdaq Stock Market. Mr. Brace has not been appointed to any Board committees at this time. There is no arrangement or understanding pursuant to which Mr. Brace was appointed as a director, and there are no related party transactions between the Company and Mr. Brace that would require disclosure under Item 404(a) of Regulation S-K.

For his services on the Board, Mr. Brace will receive the same compensation as other non-management directors, as described in the Company’s Definitive Proxy Statement on Schedule 14A filed with the SEC on August 3, 2023. Pursuant to these arrangements, Mr. Brace will receive an initial equity award upon joining the Board in the form of restricted stock units (“RSUs”) with an economic value of \$145,000. The RSUs vest in three equal annual installments beginning with the first anniversary of the grant date.

In connection with Mr. Brace’s appointment as a director of the Company, the Company and Mr. Brace will enter into an indemnification agreement, the terms of which are identical in all material respects to the form of indemnification agreement that the Company has previously entered into with each of its directors, which was filed as Exhibit 10.3 to the Company’s Current Report on Form 8-K filed with the SEC on August 21, 2017 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on September 19, 2023, announcing the appointment of Mr. Brace to the Board. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated September 19, 2023.
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.

INSEEGO CORP.

Date: September 20, 2023

By: /s/ Kurt E. Scheuerman
Name: Kurt E. Scheuerman
Title: Chief Administrative Officer and General Counsel



Inseego Appoints Philip Brace to its Board of Directors

SAN DIEGO— (BUSINESS WIRE)— September 19, 2023 — Inseego Corp., a leader in 5G edge cloud solutions, today announced it has appointed experienced technology executive Philip Brace to its board of directors as an independent director.

“We are delighted to welcome Phil to our board of directors,” said Jeff Tuder, Chair of Inseego’s board. “Phil has held senior executive roles at a number of technology companies during his career, including most recently as CEO of Sierra Wireless prior to its sale to Semtech earlier this year. I am confident that he will bring valuable industry and operating perspectives to the board and our executive team as we continue to capitalize on our position in the large and growing 5G wireless industry.”

“As we continue the expansion of our 5G FWA business, we are strategically adding key expertise to our team and our board,” said Ashish Sharma, President and CEO at Inseego. “Phil has extensive operating experience in some of our key markets and we will benefit greatly from his experience as we take our state of the art 5G FWA portfolio into new market segments.”

Brace added, “I’m excited to join the Board of Directors at Inseego to help bring innovative 5G technology to new markets. There is a large untapped market opportunity for Inseego and I am eager to leverage my industry experience to support the company building value for customers and stockholders.” Mr. Brace has an extensive technology and operations background. His experience at technology companies over the past 30 years includes roles in a wide array of functional areas, including engineering, software, hardware, and sales and marketing. Most recently, Mr. Brace served as president and CEO of Sierra Wireless Inc. from July 2021 to January 2023. His previous executive roles include Executive Vice President at Veritas Technologies, President of Seagate Technology’s Cloud Systems and Electronic Solutions, Executive Vice President at LSI Corporation, and General Manager at Intel Corporation. Mr. Brace holds a Bachelor’s degree in Applied Science from the University of Waterloo and a Master’s degree in Electrical Engineering from California State University, Sacramento.

In connection with the appointment of Mr. Brace, the size of Inseego’s board will be increased from five to six.

About Inseego Corp.

Inseego Corp. 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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