

**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): December 19, 2024

INSEEGO CORP.

(Exact Name of Registrant as Specified in 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)

(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))

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 7.01. Regulation FD Disclosure.

On December 19, 2024, Inseego Corp. (the “Company”) filed two registration statements (the “Registration Statements”) with the Securities and Exchange Commission (the “Commission”). The Registration Statements do not increase the number of shares of the Company’s Common Stock currently outstanding, which was 14,959,594 shares as of December 11, 2024.

The Company filed a registration statement on Form S-1 to comply with its obligations to register the shares of Common Stock issued (or issuable upon exercise of warrants) to exchanging noteholders in connection with the recently-completed transactions to overhaul its capital structure and reduce debt by repurchasing or exchanging for long-term debt and equity, its outstanding 3.25% convertible notes due 2025. The Registration Statement on form S-1 has not yet become effective and is subject to review by the Commission. The securities to be registered under this Registration Statement may not be sold nor may offers to buy be accepted prior to the time it becomes effective, at which time the Company expects to file a final prospectus.

In addition, the Company filed a registration statement on Form S-8 to register the additional shares of common stock authorized for issuance under the Company’s 2018 Omnibus Incentive Compensation Plan and Amended and Restated 2000 Employee Stock Purchase Plan, which were approved by the Company’s stockholders at the Company’s annual meeting of stockholders on September 23, 2024.

The information in this Item 7.01 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.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any such offer, solicitation or sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

INSEEGO CORP.

Date: December 19, 2024

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