

**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): November 22, 2022**

**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**

**(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 8.01 Other Events.**

On November 22, 2022, Inseego Corp. (the “Company”) filed a 424(b)(3) prospectus supplement pursuant to which up to 1,536,265 shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), were registered for resale pursuant to a Registration Statement on Form S-3ASR (File No. 333-238057), filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended, on May 7, 2020, as amended by that certain Post-Effective Amendment No. 1 to Form S-3, filed with the SEC on February 14, 2022, as further amended by that certain Post-Effective Amendment No. 2 to Form S-3, filed with the SEC on March 9, 2022, as further amended by that certain Post-Effective Amendment No. 3 to Form S-3, filed with the SEC on August 9, 2022. A copy of the opinion of Latham & Watkins LLP relating to the legality of the issuance and sale of the Shares is attached as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

The following Exhibits are filed with this report:

- 5.1 [Opinion of Latham & Watkins LLP.](#)
- 23.1 Consent of Latham & Watkins LLP (included in Exhibit 5.1).
- 104 Cover Page Interactive Data File, formatting Inline Extensible Business Reporting Language (iXBRL).

**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: November 22, 2022

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

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**LATHAM & WATKINS** LLP

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November 22, 2022

Inseego Corp.  
9710 Scranton Road, Suite 200  
San Diego, CA 92121

Re: 424(b)(3) Prospectus Supplement to Registration Statement on Form S-3; 1,536,265 shares of common stock of Inseego Corp., par value \$0.001 per share

To the addressees set forth above:

We have acted as special counsel to Inseego Corp., a Delaware corporation (the "**Company**"), in connection with the registration for resale from time to time by the selling stockholders (the "**Selling Stockholders**") named in the Prospectus (as defined below) of up to 1,536,265 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share. 1,525,207 of such Shares were issued to certain of the Selling Stockholders pursuant to those certain exchange agreements, effective as of September 3, 2021, by and between the Company and such Selling Stockholders. 11,058 of such Shares were issued to a Selling Stockholder pursuant to that certain independent contractor services agreement, effective as of April 5, 2021, by and between the Company and such Selling Stockholder.

The Shares are included in a registration statement on Form S-3 (File No. 333-238057) filed by the Company with the U.S. Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Act**"), on May 7, 2020, as amended by Post-Effective Amendments Nos. 1, 2 and 3 filed with the Commission under the Act on February 14, 2022, March 9, 2022 and August 9, 2022, respectively (as so amended, the "**Registration Statement**"), the related prospectus dated February 14, 2022, as amended by such Post-Effective Amendments Nos. 2 and 3 (as so amended, the "**Base Prospectus**"), and the prospectus supplement dated November 22, 2022 and filed by the Company with the Commission pursuant to Rule 424(b)(3) under the Act on November 22, 2022 (the "**Prospectus Supplement**"). The Base Prospectus and the Prospectus Supplement are collectively referred to as the "**Prospectus**." This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the Prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, the issuance of the Shares has been duly authorized by all necessary corporate action of the Company, and the Shares are validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing of this opinion as Exhibit 5.1 to a Current Report of the Company on Form 8-K for incorporation by reference in the Registration Statement and to the reference to our firm in the Prospectus Supplement under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP