
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

INSEEGO CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-3377646
(I.R.S. Employer
Identification No.)

**9645 Scranton Road, Suite 205
San Diego, CA 92121**
(Address of Principal Executive Offices)(Zip Code)

Amended and Restated Inseego Corp. 2009 Omnibus Incentive Compensation Plan
(Full title of the plan)

Lance Bridges
Senior Vice President, General Counsel and Secretary
Inseego Corp.
9645 Scranton Road, Suite 205
San Diego, CA 92121
(Name and address of agent for service)

(858) 812-3400
(Telephone number, including area code, of agent for service)

Copy To:

Teri O'Brien, Esq.
Paul Hastings LLP
4747 Executive Drive, 12th Floor
San Diego, CA 92121

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF THE REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Amended and Restated Inseego Corp. 2009 Omnibus Incentive Compensation Plan	3,000,000(2)	\$2.38(3)	\$7,140,000	\$827.53
Common Stock, par value \$0.001 per share				

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of the common stock, par value \$0.001 per share (the “Common Stock”), of Inseego Corp., a Delaware corporation (the “Registrant”), that may be offered or issued under the Amended and Restated Inseego Corp. 2009 Omnibus Incentive Compensation Plan (the “2009 Plan”) to prevent dilution resulting from stock splits, stock dividends, recapitalizations, or similar transactions.
- (2) Represents 3,000,000 additional shares of Common Stock available for future issuance under the 2009 Plan. The Registrant previously registered 2,500,000 shares of Common Stock under the 2009 Plan on the Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on November 10, 2009 (File No. 333-163033), 1,500,000 shares of Common Stock under the 2009 Plan on the Registration Statement on Form S-8 filed with the Commission on August 25, 2011 (File 333-176489), 3,000,000 shares of Common Stock under the 2009 Plan on the Registration Statement on Form S-8 filed with the Commission on August 29, 2013 (File No. 333-190879), 3,000,000 shares of Common Stock under the 2009 Plan on the Registration Statement on Form S-8 filed with the Commission on March 10, 2015 (File No. 333-202648) and 2,323,000 shares of Common Stock under the 2009 Plan on the Registration Statement on Form S-8 filed with the Commission on October 1, 2015 (File No. 333-207233).
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and Rule 457(c) under the Securities Act, based upon the average of the high and low prices of the Common Stock on December 2, 2016 as quoted on the NASDAQ Global Select Market. Pursuant to General Instruction E of Form S-8, the registration fee is calculated with respect to the additional securities registered on this Registration Statement only.

This Registration Statement will become effective upon filing in accordance with Rule 462 under the Securities Act.

INTRODUCTORY NOTES

This Registration Statement on Form S-8 is being filed by Inseego Corp., a Delaware corporation (the “Registrant”), to register an additional 3,000,000 shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), reserved for issuance under the Amended and Restated Inseego Corp. 2009 Omnibus Incentive Compensation Plan (the “2009 Plan”).

The documents containing the information specified in Part I of Form S-8 will be delivered to participants in the 2009 Plan, as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). Such documents are not required to be, and are not, filed with the Commission either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Upon written or oral request, the Registrant will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The Registrant will also provide, without charge, upon written or oral request, other documents required to be delivered to employees pursuant to Rule 428(b) of the Securities Act. Requests for the above mentioned information should be directed to Inseego Corp., Attn: Stockholder Services, 9645 Scranton Road, Suite 205, San Diego, CA 92121 (or, beginning on December 12, 2016, 9605 Scranton Road, Suite 300, San Diego, CA 92121), phone number (858) 812-3400.

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference, and shall be deemed to be a part hereof:

- (a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Commission on March 14, 2016;
- (b) all other reports of the Registrant filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- (c) the description of the Registrant’s Common Stock contained in the Registrant’s Current Report on Form 8-K, dated November 9, 2016, which updates the description of the Common Stock contained in the Registration Statement on Form S-1 (File No. 333-42570), filed with the Commission on July 28, 2000, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145(a) of the Delaware General Corporation Law (the "DGCL") provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the DGCL provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted under similar standards, except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

Section 145 of the DGCL further provides that: (i) to the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith; (ii) indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and (iii) the corporation may purchase and maintain insurance on behalf of any present or former director, officer, employee or agent of the corporation or any person who at the request of the corporation was serving in such capacity for another entity against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liabilities under Section 145.

Our amended and restated bylaws provide indemnification of our directors and officers to the maximum extent permitted by the DGCL. In addition, we have entered into indemnification agreements with our directors and officers, and we maintain insurance policies insuring our directors and officers against certain liabilities that they may incur in their capacity as officers and directors of the Registrant.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibits to this Registration Statement are listed in the Exhibit Index to this Registration Statement and are incorporated by reference herein.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if this Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of the expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 7th day of December, 2016.

INSEEGO CORP.

By: /s/ Michael A. Newman
Michael A. Newman
Executive Vice President, Chief Financial Officer and
Assistant Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Sue Swenson and Michael Newman his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement on Form S-8 (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) of the Securities Act), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sue Swenson</u> Sue Swenson	Chief Executive Officer (Principal Executive Officer) and Director	December 7, 2016
<u>/s/ Michael A. Newman</u> Michael A. Newman	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) and Assistant Secretary	December 7, 2016
<u>/s/ Philip Falcone</u> Philip Falcone	Director	December 7, 2016
<u>/s/ James Ledwith</u> James Ledwith	Director	December 7, 2016
<u>/s/ Robert Pons</u> Robert Pons	Director	December 7, 2016
<u>/s/ David A. Werner</u> David A. Werner	Director	December 7, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filed- Furnished Herewith</u>
		<u>Form</u>	<u>Filing Date</u>	<u>Exhibit</u>	
4.1	Amended and Restated Certificate of Incorporation	8-K	November 9, 2016	3.1	
4.2	Amended and Restated Bylaws	8-K	November 9, 2016	3.2	
4.3	Form of Inseego Corp. Common Stock Certificate	8-K	November 9, 2016	4.1	
4.4	Amended and Restated Inseego Corp. 2009 Omnibus Incentive Compensation Plan	8-K	June 20, 2016	10.1	
5.1	Opinion of Paul Hastings LLP				*
23.1	Consent of Paul Hastings LLP (included in Exhibit 5.1)				*
23.2	Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP				*
23.3	Consent of Mazars (Gauteng) Inc.				*
24.1	Power of Attorney (included on signature page)				*

December 7, 2016

92334.00023

Inseego Corp.
9645 Scranton Road, Suite 205
San Diego, California 92121

Ladies and Gentlemen:

We have acted as counsel to Inseego Corp., a Delaware corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") on or about the date hereof (the "Registration Statement") to effect registration under the Securities Act of 1933, as amended (the "Securities Act"), of 3,000,000 shares (the "Shares") of the Company's common stock, \$0.001 par value per share ("Common Stock"), issuable pursuant to awards granted by the Company pursuant to the Company's Amended and Restated 2009 Omnibus Incentive Compensation Plan (the "2009 Plan").

The Company is the successor to Novatel Wireless, Inc., a Delaware corporation ("Novatel Wireless"), as a result of an internal reorganization of Novatel Wireless that occurred on November 8, 2016 (the "Reorganization"). To effect the Reorganization, Novatel Wireless formed the Company and in turn caused the Company to form Vanilla Merger Sub, Inc., a Delaware corporation and direct, wholly-owned subsidiary of the Company ("Merger Sub"). The Reorganization was implemented pursuant to Section 251(g) of the Delaware General Corporation Law (the "DGCL"), by the merger of Merger Sub with and into Novatel Wireless (the "Merger") pursuant to the terms of that certain Agreement and Plan of Merger, dated November 7, 2016, by and among the Company, Novatel Wireless and Merger Sub.

Novatel Wireless survived the Merger as a direct, wholly-owned subsidiary of the Company and each outstanding share of capital stock of Novatel Wireless was converted in the Merger into a share of capital stock of the Company having the same designations, rights, powers and preferences and the qualifications, limitations and restrictions thereof, as the share of Novatel Wireless's capital stock being converted.

Immediately following the Merger, the Company assumed all of Novatel Wireless's rights and obligations under all of Novatel Wireless's employee benefit plans, agreements and arrangements, equity incentive plans and sub-plans and related agreements, including all obligations with respect to the shares of capital stock issuable or to be issued pursuant to the 2009 Plan. The Registration Statement relates to the offer and sale by the Company of certain of the shares of Common Stock remaining to be issued under the 2009 Plan.

As such counsel and for purposes of our opinion set forth herein, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company, certificates of public officials and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth herein, including, without limitation:

- (i) the Registration Statement;

- (ii) organizational documents of Novatel Wireless and the Company;
- (iii) records of proceedings of the board of directors and stockholders of Novatel Wireless and the board of directors and stockholders of the Company, including an action by unanimous written consent of the board of directors of Novatel Wireless, dated April 21, 2016, evidencing the approval by the board of directors of Novatel Wireless of an amendment to the 2009 Plan to increase the number of shares of Common Stock authorized for issuance thereunder by 3,000,000 shares and, contingent upon receipt of the requisite stockholder approval, reserving such shares for issuance under the 2009 Plan;
- (iv) the Current Report on Form 8-K filed by Novatel Wireless with the Commission on June 20, 2016 disclosing the final voting results of the annual meeting of the stockholders of Novatel Wireless held on June 16, 2016, evidencing the approval by the stockholders of an amendment to the 2009 Plan to increase the number of shares of Common Stock authorized for issuance thereunder by 3,000,000 shares;
- (v) the 2009 Plan, including the forms of award agreements related thereto; and
- (vi) a certificate, dated December 7, 2016, from the Secretary of State of the State of Delaware as to the existence and good standing of the Company under the laws of the State of Delaware.

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

In such examination and in rendering the opinion set forth herein, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to the originals thereof, and that such originals are authentic and complete; (iv) the legal capacity, competency and authority of all persons or entities executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto; (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of Novatel Wireless and the Company, respectively, and other persons on which we have relied for the purposes of this opinion letter are true and correct; and (viii) that each of the officers and directors of Novatel Wireless and the Company, respectively, has properly exercised his or her fiduciary duties. As to all questions of fact material to the opinion set forth herein and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation) upon representations and certificates or comparable documents of officers and representatives of Novatel Wireless and the Company.

Based upon the foregoing, and in reliance thereon, and subject to the limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and

sold as described in the Registration Statement and in accordance with the terms of the 2009 Plan and the award agreement thereunder (including the receipt by the Company of the full consideration therefor or prices not less than the par value of the Shares), will be validly issued, fully paid and nonassessable.

Without limiting any of the other limitations, exceptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than, as in effect on the date of this opinion letter, the DGCL.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly addressed herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely to you in connection with the issuance and delivery of the Shares and may be relied upon by you solely for such purpose. This opinion letter is rendered to you as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis, legal conclusion or other matters in this opinion letter.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Inseego Corp. 2009 Omnibus Incentive Compensation Plan of our reports dated March 14, 2016, with respect to the consolidated financial statements and schedule of Novatel Wireless, Inc. and the effectiveness of internal control over financial reporting of Novatel Wireless Inc., included in its Annual Report (Form 10-K) for the year December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
December 7, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 15, 2015, relating to our audit of the consolidated financial statements of DigiCore Holdings Limited as of June 30, 2015 and 2014 and for the years ended June 30, 2015, 2014 and 2013, included in the Registrant's Current Report on Form 8K/A filed with the Securities and Exchange Commission on December 17, 2015.

/s/ Mazars (Gauteng) Inc.
Mazars (Gauteng) Inc.
Director: Sanjay Ranchhoojee
Registered Auditor
7 December 2016
Pretoria, South Africa