

**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 30, 2019

**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**  
(I.R.S. Employer  
identification number)

**12600 Deerfield Parkway, Suite 100**  
**Alpharetta, Georgia 30004**  
(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))

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	INSG	Nasdaq Global Select Market
Preferred Stock Purchase Rights		

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 September 30, 2019, Robert Pons resigned from the board of directors (the “Board”) of Inseego Corp. (the “Company”). Mr. Pons’ resignation is not a result of a disagreement or dispute with the Company on any matter regarding its operations, policies or practices. Following his resignation, Mr. Pons will serve as a consultant to the Company.

On September 30, 2019, the Board appointed Christopher Harland to fill the vacancy on the Board created by Mr. Pons’ resignation. Upon his appointment to the Board, Mr. Harland became a member of the class of directors with terms expiring at the 2021 Annual Meeting of the Stockholders of the Company, as well as a member of the Audit Committee of the Board (the “Audit Committee”). The Board determined that Mr. Harland qualifies as an independent director and is qualified to serve on the Audit Committee 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 services on the Board and Audit Committee, Mr. Harland 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 May 15, 2019. In addition, it is expected that Mr. Harland will execute the Company’s standard form of indemnification agreement. The Company’s standard form of indemnification agreement 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.

There are no arrangements or understandings between Mr. Harland and any other persons pursuant to which he was selected to serve as a director. Mr. Harland does not have any direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K.

Mr. Harland’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.*

99.1 [Press release, dated October 2, 2019.](#)

## 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

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Stephen Smith

*Executive Vice President and Chief Financial Officer*

Date: October 2, 2019



## Inseego Appoints Christopher Harland to Board of Directors

SAN DIEGO - (Oct. 2, 2019) - (BUSINESS WIRE) - Inseego Corp. (Nasdaq: INSG), a pioneer in mobile and intelligent IoT device-to-cloud solutions, today announced that Christopher Harland has been appointed to its Board of Directors and Audit Committee, effective September 30. In conjunction with this appointment, Robert Pons is stepping down from the board.

“On behalf of Inseego and the Board of Directors, I’m delighted to welcome Chris Harland as a new independent director to Inseego’s board,” said Dan Mondor, chairman and CEO of Inseego. “He joins us at an exciting time as we continue to drive our 5G and IoT device-to-cloud strategy forward and build deeper relationships with global service providers and enterprise customers. With decades of experience and global telecom industry relationships, Chris is the perfect complement to our board. He will provide fresh insights for our technology and business priorities as we continue to transform Inseego. We look forward to benefiting from his valuable perspectives as we continue to execute our strategy and enhance value for Inseego shareholders.”

“I would also like to thank Bob Pons for his tireless efforts for Inseego over the past several years,” said Mr. Mondor. “Bob joined the board in 2014 and has contributed significantly to the company’s progress during his tenure. I’m also very pleased that Bob will continue to support the company in a consulting capacity.”

“It’s an exciting time to join Inseego’s board. The company has established itself as a clear leader in the global 5G market,” said Mr. Harland. “I look forward to working alongside my fellow board members and company management to bring this truly innovative technology to carriers and enterprises globally.”

Christopher Harland is a Partner in the Strategic Advisory Group at PJT Partners, based in New York, NY. Prior to joining PJT Partners, Mr. Harland spent 32 years at Morgan Stanley. From 2008 to March 2015, Mr. Harland served as Chairman and Regional Head of Morgan Stanley Latin America and was also a member of the Management Committee and International Operating Committee. Under his leadership, Morgan Stanley significantly expanded the scope of its operations in Brazil and Mexico and opened new offices in Peru, Colombia and Chile. Before assuming responsibility for Latin America, Mr. Harland was Global Head of the Media and Communications Investment Banking Group from 1996 to 2007. In this capacity he advised many leading media and communications companies on a variety of acquisitions, divestitures and corporate financings. He is a trustee of the New York Studio School, a director of Round Hill Developments and a member of the Council on Foreign Relations.

Mr. Harland graduated magna cum laude from Harvard College, attended Oxford University and received an MBA from Harvard Business School where he was a George F. Baker Scholar.

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### About Inseego Corp.

Inseego Corp. (Nasdaq: INSG) is an industry pioneer in 5G and intelligent IoT device-to-cloud solutions that enable high-performance mobile applications for large enterprise verticals, service providers and small-medium businesses around the globe. Our product portfolio consists of Enterprise SaaS solutions and IoT & Mobile solutions, which together form the backbone of compelling, intelligent, reliable and secure IoT services with deep business intelligence. Inseego powers mission-critical applications with a “zero unscheduled downtime” mandate, such as asset tracking, fleet management, industrial IoT, SD-WAN failover management and mobile broadband services. Our solutions are powered by our key innovations in purpose-built SaaS cloud platforms, IoT and mobile technologies including the newly emerging 5G technology. [www.inseego.com](http://www.inseego.com) #Making5Greal

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