

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Miller Brian</u> <hr/> (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INSEEGO CORP. [INSG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Notes Due 2022	(1)	05/12/2020		D			\$31,116,000	(1)	(1)	Common Stock	(1)	\$0	0	I	See Footnote(3)
Convertible Notes Due 2025	(2)	05/12/2020		A			\$55,544,000	(2)	(2)	Common Stock	(2)	\$0	\$55,544,000	I	See Footnote(3)

1. Name and Address of Reporting Person* <u>Miller Brian</u> <hr/> (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>North Sound Trading, LP</u> <hr/> (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>North Sound Management, Inc.</u> <hr/> (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (City) (State) (Zip)

Explanation of Responses:

- The Convertible Notes due 2022 will mature on June 15, 2022, unless earlier converted, redeemed or repurchased. The Convertible Notes due 2022 are convertible into cash, shares of the Issuer's common stock, or a combination thereof, at the Issuer's election, at an initial conversion price of \$4.70 per share of common stock, which is subject to adjustment. The Convertible Notes due 2022 may be converted by the holder in whole or in part at any time prior to the close of business on the business day immediately preceding December 15, 2021, but subject to certain conditions.
- The Convertible Notes due 2025 will mature on May 1, 2025, unless earlier converted, redeemed or repurchased. The Convertible Notes due 2025 are convertible at any time until the close of business on trading day immediately before the scheduled maturity date, subject to certain limitations, into shares of the Issuer's common stock at an initial conversion price of \$12.61 per share of common stock, which is subject to adjustment.

3. The securities are owned directly by North Sound Trading, L.P. a Delaware partnership ("North Sound Trading"). Mr. Miller is the sole shareholder of North Sound Management, Inc., a Delaware corporation ("North Sound Management"), which in turn is the general partner of North Sound Trading. Mr. Miller and North Sound Management may be deemed to indirectly own the shares directly owned by North Sound Trading. Each of North Sound Trading and North Sound Management is deemed a director by deputization by virtue of their relationship with Mr. Miller, a director of the Issuer. On May 12, 2020, North Sound Trading LP exchanged all the Convertible Notes due 2022 that it owned for \$55,544,000 aggregate principal amount of Convertible Notes due 2025 and a payment of \$22,260,826 in cash. The exchange transaction is exempt from Section 16(b) of the Securities Exchange Act by virtue of the exemption provided in Rule 16b-3.

/s/ Brian Miller 05/14/2020

/s/ Brian Miller, President of
North Sound Management, Inc., 05/14/2020
acting as General Partner of North
Sound Trading, LP

/s/ Brian Miller, President of 05/14/2020
North Sound Management, Inc.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.