

**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): May 29, 2017

INSEEGO CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-31659
(Commission file number)

81-3377646
(I.R.S. Employer
identification number)

**9605 Scranton Road, Suite 300
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))

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 May 29, 2017, the Board of Directors of Inseego Corp. (the “Company”) unanimously adopted a resolution to increase the authorized number of directors constituting the entire Board of Directors (the “Board”) from five to six members. Such increase will become effective on the next business day immediately following the date of the 2017 Annual Meeting of Stockholders of the Company, which is scheduled to be held on June 14, 2017. Additionally, on May 29, 2017, the Board unanimously adopted a resolution to appoint Jeffrey M. Tuder to fill the vacancy that will be created by such increase in the size of the Board. Both the increase in the size of the Board and Mr. Tuder’s appointment to the Board are expected to become effective on June 15, 2017.

Upon his appointment to the Board, Mr. Tuder will become a member of the class of directors with terms expiring at the 2020 Annual Meeting of Stockholders of the Company, as well as a member of the Audit Committee of the Board (the “Audit Committee”). The Board determined that Mr. Tuder 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. Tuder will receive the same compensation as other non-management directors, as described in the Company’s most recent Proxy Statement filed with the SEC. Mr. Tuder’s appointment to the Board was announced in a press release, a copy of which is attached hereto as Exhibit 99.1.

Mr. Tuder, age 44, is the founder and Managing Member of Tremson Capital Management, LLC (“Tremson”), a private investment firm focused on identifying and investing in securities of undervalued publicly-traded companies. Prior to founding Tremson, he held positions at SEC-registered investment advisors that primarily invest in undervalued securities of publicly traded companies, including serving as the Director of Research for KSA Capital Management, LLC from 2012 until 2015 and as a Senior Analyst at JHL Capital Group, LLC during 2011. From 2007 until 2010, Mr. Tuder was a Managing Director of CapitalSource Finance, LLC, a publicly-traded commercial finance company, where he analyzed and underwrote special situation credit investments in the leveraged loan and securitized bond markets. From 2005 until 2007, Mr. Tuder was a member of the investment team at Fortress Investment Group, LLC (“Fortress”), where he analyzed, underwrote and managed private equity investments for several of Fortress’s private equity investment vehicles. Mr. Tuder began his career in various investment capacities at Nassau Capital, a privately-held investment firm that managed the private portion of Princeton University’s endowment and ABS Capital Partners, a private equity firm affiliated with Alex Brown & Sons. Mr. Tuder currently serves on the board of directors of MRV Communications, Inc., a provider of packet and optical hardware and software solutions for data center operators and communications service providers, where he also serves as chair of the audit committee. Mr. Tuder received a Bachelor of Arts degree from Yale University.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press Release, dated May 30, 2017.

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/ Lance Bridges

Lance Bridges

Senior Vice President, General Counsel and Secretary

Date: June 2, 2017



Inseego Corp. To Add Investment Veteran Jeffrey Tudor to Board of Directors

SAN DIEGO—May 30, 2017—The Board of Directors of Inseego Corp. (NASDAQ: INSG) today announced that effective on the date following the 2017 Annual Meeting of Stockholders, the size of the Board will be increased to six directors and Jeffrey M. Tudor will be appointed as an independent director of the company. Assuming the Annual Meeting takes place on June 14 as scheduled, Mr. Tudor's appointment will become effective on June 15, 2017. Mr. Tudor is a veteran private equity and public securities investor with over 20 years' investment experience, having worked closely with executive management teams and board members of both public and private companies to define and achieve strategic objectives and to protect and enhance shareholder value.

Mr. Tudor's public equity and hedge fund experience includes leadership roles at JHL Capital Group, KSA MidOcean, and Tremson Capital Management. His private equity and fixed income experience includes positions at Fortress Investment Group, Nassau Capital (Princeton University's Endowment), ABS Capital Partners, and CapitalSource Finance.

"I look forward to joining Inseego's Board to assist the Company in streamlining its operating structure and realizing the full value of its unique portfolio of assets. In my view, these assets contain a tremendous amount of value and optionality that is being underappreciated by investors. In particular, Inseego's Ctrack brand continues to have leading positions in a number of valuable and growing end markets that should serve as a platform for future growth and substantial value creation," said Mr. Tudor.

"The Inseego Board and management team welcomes Jeff to our Board. His extensive investment and restructuring experience and industry knowledge will be invaluable to us as we effect the change necessary to establish the Company as a leading SaaS and solutions provider for the Internet of Things," added Bob Pons, lead independent director of Inseego.

Mr. Tudor currently serves as an Independent Director and Chairman of the Audit Committee for MRV Communications (NASDAQ: MRVC), a publicly-traded telecommunications network equipment provider, and he serves on the Board of Advisors of Clique (www.cliqueapi.com), a privately held voice communications solutions provider. He is a graduate of Yale University where he obtained a B.A. in English Literature.

About Inseego Corp.

Inseego Corp. (Nasdaq: INSG) is a leading global provider of software-as-a-service (SaaS) and solutions for the Internet of Things (IoT). The Company sells its telematics solutions under the Ctrack brand, including its fleet management, asset tracking and monitoring, stolen vehicle recovery, and usage-based insurance platforms. Inseego Corp. also sells business connectivity solutions and device management services through Novatel Wireless, Inc. and Feeney Wireless (FW). Inseego Corp. has over 30 years of experience providing customers with secure and insightful solutions and analytics, with approximately 633,000 global subscribers, including 189,000 fleet management subscribers. The Company is headquartered in San Diego, California. www.inseego.com Twitter @inseego

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this press release may constitute forward-looking statements. These forward-looking statements relate to a variety of matters, including, without limitation, statements regarding Mr. Tudor's future appointment to the Board and continuing to establish the company as a leading SaaS and solutions provider for the Internet of Things. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of the management of the Company and are subject to significant risks and uncertainty. Investors are cautioned not to place undue reliance on any such forward-looking statements. All such forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update or revise these statements, whether as a result of new information, future events or otherwise, except as may be required by law. These forward-looking statements involve many risks and uncertainties that may cause actual results to differ materially from what may be expressed or implied in these forward-looking statements. Such risks include risks related to attracting and retaining key employees, risks related to the Company's financial condition, and risks related to the introduction and customer acceptance of new products and services. For a further discussion of risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to the business of Inseego Corp. in general, see the risk disclosures in our Annual Report on Form 10-K for the year ended December 31, 2016, and in other subsequent filings made with the SEC by Inseego Corp. (available at www.sec.gov).

Inseego Corp.

Media Relations Contact:

Diana Hoogbruin
(858) 812-8046
diana.hoogbruin@inseego.com

Investor Relations Contact:

Michael Sklansky
(858) 431-0792
michael.sklansky@inseego.com