

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Insego Corp.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

45782B104

(CUSIP Number)

Edward E. Murphy
c/o North Sound Management, Inc.
115 East Putnam Avenue
Greenwich, CT 06830
(203) 340-8306

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 10, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	North Sound Management, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="radio"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 6,401,995
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,401,995
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	6,401,995	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.1%	
14	TYPE OF REPORTING PERSON	
	CO	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Brian Miller	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="radio"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 6,401,995
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,401,995
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,401,995	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.1%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	North Sound Trading, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="radio"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 6,401,995
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,401,995
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,401,995	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.1%	
14	TYPE OF REPORTING PERSON PN	

Item 1. Security and Issuer.

This Amendment No. 5 (“Amendment No. 5”) amends and supplements the statement on Schedule 13D, dated August 4, 2016, as amended by Amendment No. 1 to the Schedule 13D, dated September 15, 2016, Amendment No. 2 to the Schedule 13D, dated August 6, 2018, Amendment No. 3 to the Schedule 13D, dated December 19, 2018, and Amendment No. 4 to the Schedule 13D, dated March 28, 2019 (as amended, the “Schedule 13D”) filed with the Securities and Exchange Commission (the “SEC”) by North Sound Management, Inc. (“NS Manager”), Brian Miller and North Sound Trading, LP (“NS Trading” and, together with NS Manager and Mr. Miller, the “Reporting Persons”) relating to the shares of common stock, par value \$0.001 per share (“Common Stock”) of Inseego Corp., a Delaware corporation (the “Issuer”).

Item 3. Source and Amount of Funds or Other Consideration.

The information contained in Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following information:

Purchase of Convertible Senior Notes

On July 10, 2019, NS Trading purchased an additional \$25,466,000 of the Inseego Notes. The source of the purchase price for the Inseego Notes was capital contributions from Mr. Miller. No borrowed funds were used to purchase the Inseego Notes.

Because the Inseego Notes are not convertible by the Reporting Persons into shares of Common Stock within 60 days of this Schedule 13D, the Reporting Persons disclaim any beneficial ownership of any shares of Common Stock underlying the Inseego Notes as of the date hereof.

Sale of Common Stock

On July 10, 2019, NS Trading sold an aggregate of 3,900,000 shares of Common Stock of the Issuer at a price of \$4.80 per share for an aggregate purchase price of \$18,720,000.

Item 5. Interest in Securities of the Issuer.

The information contained in Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) The aggregate percentage of shares of Common Stock reported as owned by
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each Reporting Person is based on a total of 78,733,610 shares of Common Stock issued and outstanding as of May 3, 2019, as reported in the Company's Quarterly Report on Form 10-Q filed with the SEC on May 9, 2019.

Based on calculations made in accordance with Rule 13d-3(d), each Reporting Person may be deemed to beneficially own 6,401,995 shares of Common Stock, constituting approximately 8.1% of the outstanding shares of Common Stock. In addition, Mr. Miller directly owns 42,521 shares of Common Stock, less than 1.0% of the total number of shares of Common Stock outstanding, subject to vesting over a three-year period, with one-third vesting on each anniversary of October 25, 2018, the grant date, through the third anniversary of the grant date. An additional 17,562 shares of Common Stock are directly owned by Mr. Miller, subject to vesting on the first anniversary of February 14, 2019. The 625,000 shares of Common Stock issuable upon exercise of the New Warrant are not included in the foregoing calculations as the New Warrant is not exercisable until September 28, 2019.

The Reporting Persons may be deemed to constitute a "person" or "group" within the meaning of Section 13(d)(3) of the Exchange Act. The filing of this Schedule 13D shall not be construed as an admission of such beneficial ownership or that the Reporting Persons constitute a person or group.

(b) By virtue of the relationships between and among the Reporting Persons described in Item 2 of this Schedule 13D, each of the Reporting Persons may be deemed to have the sole power to direct the voting and disposition of the 6,401,995 shares of Common Stock beneficially owned by the Reporting Persons.

(c) Except as previously disclosed on this Schedule 13D or for the transactions described herein, to the knowledge of the Reporting Persons with respect to the persons named in response to paragraph (a), none of the persons named in response to paragraph (a) has effected any transactions in shares of Common Stock during the past 60 days.

(d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any securities owned by the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by the information added to Item 3, which is incorporated hereby by reference.

Item 7. Material to Be Filed as Exhibits.

- Exhibit 1 [Joint Filing Agreement, dated as of July 12, 2019, among North Sound Management, Inc., North Sound Trading LP and Brian Miller.](#)
- Exhibit 2* [Securities Purchase Agreement, dated as of August 6, 2018, among the Issuer and the investors named therein \(incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K, filed August 7, 2018\).](#)
- Exhibit 3* [Common Stock Purchase Warrant \(incorporated by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K, filed August 7, 2018\).](#)
- Exhibit 4* [Registration Rights Agreement, dated as of August 6, 2018, among the Issuer and the investors named therein \(incorporated by reference to Exhibit 4.3 to the Issuer's Current Report on Form 8-K, filed August 7, 2018\).](#)
- Exhibit 5* [Indenture, dated January 9, 2017, between Inseego Corp. and Wilmington Trust, National Association, as Trustee \(incorporated by reference to Exhibit 4.5 to the Issuer's Annual Report on Form 10-K, filed March 16, 2018\).](#)
- Exhibit 6* [Form of Inseego Corp.'s 5.50% Convertible Senior Note due 2022 \(incorporated by reference to Exhibit 4.2 to the Issuer's Annual Report on Form 10-K, filed March 16, 2018\).](#)
- Exhibit 7* [Common Stock Purchase Warrant \(incorporated by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K, filed March 29, 2019\).](#)

* Previously filed.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 12, 2019

NORTH SOUND MANAGEMENT, INC.

By: /s/ Brian Miller
Name: Brian Miller
Title: President

NORTH SOUND TRADING, LP

By: North Sound Management, Inc., *its*
general partner

By: /s/ Brian Miller
Name: Brian Miller
Title: President

/s/ Brian Miller
Brian Miller

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D and any amendments thereto relating to shares of the common stock, par value \$0.001 per share, of Inseego Corp., a company incorporated under the laws of Delaware. This Joint Filing Agreement shall be included as an Exhibit to such joint filing, and may be executed in any number of counterparts all of which together shall constitute one and the same instrument.

In evidence thereof, each of the undersigned, being duly authorized, hereby execute this Joint Filing Agreement.

Date: July 12, 2019

NORTH SOUND MANAGEMENT, INC.

By: /s/ Brian Miller

Name: Brian Miller

Title: President

NORTH SOUND TRADING, LP

By: North Sound Management, Inc., *its*
general partner

By: /s/ Brian Miller

Name: Brian Miller

Title: President

/s/ Brian Miller

Brian Miller
