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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3 REGISTRATION STATEMENT NO. 333-207255
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 Number)

**9645 Scranton Road, Suite 205
San Diego, CA 92121
(858) 812-3400**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Lance Bridges
Senior Vice President, General Counsel and Secretary
Inseego Corp.
9645 Scranton Road, Suite 205
San Diego, CA 92121
(858) 812-3400**
(Name, address, including zip code, and 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
(858) 458-3000**

From time to time after the effective date of this Registration Statement.
(Approximate date of commencement of proposed sale to the public)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	13,067,382	\$—	\$—	\$— ⁽¹⁾

(1) The registrant is not registering additional securities. Registration fees were originally paid by Novatel Wireless, Inc., the registrant's predecessor-in-interest, upon the filing of the original registration statement on Form S-3 (File No. 333-207255). Consequently, no additional registration fees are required in connection with the filing of this Post-Effective Amendment No. 1.

EXPLANATORY NOTE

Inseego Corp. (formerly known as Vanilla Technologies, Inc.), a Delaware corporation (“*Inseego*”), as the successor registrant to Novatel Wireless, Inc. (“*Novatel Wireless*”), is filing this Post-Effective Amendment No. 1 to the registration statement on Form S-3, File No. 333-207255 (the “*Registration Statement*”), pursuant to Rule 414 of the Securities Act of 1933, as amended (the “*Securities Act*”), to reflect an internal reorganization of Novatel Wireless (the “*Reorganization*”).

To effect the Reorganization, Novatel Wireless formed Inseego and in turn caused Inseego to form Vanilla Merger Sub, Inc., a Delaware corporation and direct, wholly owned subsidiary of Inseego (“*Merger Sub*”). The Reorganization was implemented pursuant to Section 251(g) of the Delaware General Corporation Law by the merger of Merger Sub with and into Novatel Wireless (the “*Merger*”). Novatel Wireless survived the Merger as a direct, wholly owned subsidiary of Inseego and each outstanding share of capital stock of Novatel Wireless was converted in the Merger into a share of capital stock of Inseego 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. Inseego is deemed to be the successor issuer of Novatel Wireless under Rule 12g-3 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

In accordance with paragraph (d) of Rule 414 of the Securities Act, Inseego hereby expressly adopts the Registration Statement as its own registration statement (except as specifically amended by this Post-Effective Amendment No. 1) for all purposes of the Securities Act and the Exchange Act, as updated by subsequent filings under the Exchange Act. No changes are being made hereby to the prospectus which forms a part of the Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The information set forth in this item is incorporated by reference from Item 14 of the Registration Statement on Form S-3, File No. 333-207255, effective as of December 21, 2015.

Item 15. Indemnification of Directors and Officers.

The information set forth in this item is incorporated by reference from Item 15 of the Registration Statement on Form S-3, File No. 333-207255, effective as of December 21, 2015.

Item 16. List of Exhibits.

The Exhibits to this registration statement are listed in the Exhibit index on page 6 and are incorporated by reference herein.

Item 17. 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 the 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 the 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 the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the 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 Securities and Exchange Commission (the "SEC") pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the 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.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the Registration Statement as of the date it is first used after effectiveness. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the Registration Statement or made in a document incorporated or deemed incorporated by reference into the Registration Statement or prospectus that is part of the Registration Statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the Registration Statement or prospectus that was part of the Registration Statement or made in any such document immediately prior to such date of first use.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (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 the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the 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 SEC 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 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on November 8, 2016.

INSEEGO CORP.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment has been signed below 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	November 8, 2016
<u>/s/ Michael A. Newman</u> Michael A. Newman	Chief Financial Officer (Principal Financial and Accounting Officer)	November 8, 2016
<u>*</u> Philip Falcone	Director	November 8, 2016
<u>*</u> James Ledwith	Director	November 8, 2016
<u>*</u> Robert Pons	Director	November 8, 2016
<u>*</u> David A. Werner	Director	November 8, 2016

*By: /s/ Michael A. Newman
Michael A. Newman
Attorney in Fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Filing Date</u>	<u>Exhibit Number</u>
2.1	Agreement and Plan of Merger, dated as of November 7, 2016, among Vanilla Technologies, Inc., Novatel Wireless, Inc. and Vanilla Merger Sub, Inc.	8-K	November 9, 2016	2.1
2.2	Contribution Agreement, dated as of November 8, 2016, between Inseego Corp. and Novatel Wireless, Inc.	8-K	November 9, 2016	10.1
3.1	Amended and Restated Certificate of Incorporation of Inseego Corp.	8-K	November 9, 2016	3.1
3.2	Amended and Restated Bylaws of Inseego Corp.	8-K	November 9, 2016	3.2
4.1	Form of Inseego Corp. Common Stock Certificate	8-K	November 9, 2016	4.1
4.2	Restated Certificate of Incorporation of Novatel Wireless, Inc.	8-K	November 9, 2016	4.3
4.3	Investors' Rights Agreement, by and among Novatel Wireless, Inc. and the other parties thereto from time to time, dated September 8, 2014	8-K	September 8, 2014	4.2
4.4	Warrant to Purchase Common Stock	8-K	April 1, 2015	4.1
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	S-3	October 2, 2015	

* Filed herewith.

November 8, 2016

92334.00021

Inseego Corp.
9645 Scranton Road
San Diego, CA 92121

Ladies and Gentlemen:

We have acted as counsel to Inseego Corp., a Delaware corporation (the “**Company**”), in connection with the preparation and filing by the Company of Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (the “**Amendment**”) to be filed with the U.S. Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”), on or about the date hereof, with respect to the Company’s adoption of Registration Statement on Form S-3 No. 333-207255, filed by Novatel Wireless, Inc., a Delaware corporation (the “**Predecessor Registrant**”), with the Commission on October 2, 2015 (the “**Registration Statement**” and, after giving effect to the Amendment, the “**Amended Registration Statement**”). In accordance with paragraph (d) of Rule 414 under the Act, the Amendment is being filed by the Company, as the successor registrant to the Predecessor Registrant, to expressly adopt the Registration Statement as its own registration statement for all purposes of the Act and the Securities Exchange Act of 1934, as amended.

The Amended Registration Statement, including the prospectus constituting a part thereof (the “**Prospectus**”), relates to the resale from time to time by the selling stockholders of the Company, as detailed in the Amended Registration Statement (the “**Selling Stockholders**”), of up to an aggregate of 13,067,382 shares of the Company’s common stock, par value \$0.001 per share (“**Common Stock**”), which includes (i) 11,473,799 shares of Common Stock that are currently outstanding (the “**Shares**”); and (ii) 1,593,583 shares of Common Stock (the “**Warrant Shares**”) issuable upon exercise of a warrant issued to the Selling Stockholders on March 26, 2015 (the “**Warrant**”).

As such counsel and for purposes of the opinion set forth below, 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 and the Predecessor Registrant, certificates of public officials, statutes, records 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 Amended Registration Statement; (ii) the Prospectus; (iii) the Warrant; (iv) organizational documents of the Company and the Predecessor Registrant; (v) a certificate of the Secretary of State of the State of Delaware as to the incorporation and good standing of the Company under the laws of the State of Delaware as of November 8, 2016; (vi) certain resolutions adopted by the board of directors of the Predecessor Registrant on September 3, 2014, March 25, 2015, September 29, 2015 and September 19, 2016; and (vii) certain resolutions adopted by the board of directors of the Company on September 20, 2016 and November 8, 2016.

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In addition, 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, we have assumed, without independent investigation: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the legal capacity, competency and authority of all persons or entities executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (iii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iv) 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; (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 the Company and the Predecessor Registrant, 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 the Company and the Predecessor Registrant, respectively, has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation) upon certificates or comparable documents of officers and representatives of the Company and the Predecessor Registrant.

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: (i) the Shares are validly issued, fully paid and nonassessable; and (ii) the Warrant Shares, when issued and paid for in accordance with the terms of the Warrant, 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 law of any jurisdiction other than, as in effect as of the date of this opinion letter, the General Corporation Law of the State of Delaware.

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

Inseego Corp.
November 8, 2016
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This opinion letter is rendered solely to you in connection with the issuance and delivery of the Common Stock under the Amended Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act 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 an exhibit to the Amended Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus. 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 Act or the rules and 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 Post-Effective Amendments to the following Registration Statements:

1. Registration Statement (Form S-3 No. 333-207255) pertaining to the resale of outstanding shares of common stock of Novatel Wireless, Inc. by the selling stockholders named therein;
2. Registration Statement (Form S-8 No. 333-207233) pertaining to the 2009 Omnibus Incentive Compensation Plan and the 2015 Incentive Compensation Plan;
3. Registration Statement (Form S-8 No. 333-202648) pertaining to the 2009 Omnibus Incentive Compensation Plan;
4. Registration Statement (Form S-8 No. 333-190878) pertaining to the Amended and Restated 2000 Employee Stock Purchase Plan;
5. Registration Statement (Form S-8 No. 333-190879) pertaining to the 2009 Omnibus Incentive Compensation Plan;
6. Registration Statement (Form S-8 No. 333-176490) pertaining to the Amended and Restated 2000 Employee Stock Purchase Plan;
7. Registration Statement (Form S-8 No. 333-176489) pertaining to the 2009 Omnibus Incentive Compensation Plan;
8. Registration Statement (Form S-8 No. 333-163033) pertaining to the 2009 Omnibus Incentive Compensation Plan;
9. Registration Statement (Form S-8 No. 333-163032) pertaining to the Amended and Restated 2000 Employee Stock Purchase Plan;
10. Registration Statement (Form S-8 No. 333-159287) pertaining to the Amended and Restated 2000 Employee Stock Purchase Plan;
11. Registration Statement (Form S-8 No. 333-145482) pertaining to the Amended and Restated 2000 Stock Incentive Plan and the Amended and Restated 2000 Employee Stock Purchase Plan;
12. Registration Statement (Form S-8 No. 333-139730) pertaining to the Amended and Restated 2000 Stock Incentive Plan and the Amended and Restated 2000 Employee Stock Purchase Plan; and
13. Registration Statement (Form S-8 No. 333-53692) pertaining to the Amended and Restated 2000 Stock Incentive Plan, the Amended and Restated 2000 Employee Stock Purchase Plan and the Amended and Restated 1997 Employee Stock Option 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 ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
November 8, 2016

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation by reference in Post-Effective Amendments to Registration Statements (Nos. 333-202648; 333-190879; 333-190878; 333-176490; 333-176489; 333-163033; 333-163032; 333-145482; 333-159287; 333-139730; 333-53692; 333-207233) on Form S-8 and (No. 333-207255) on Form S-3 of Inseego Corp. 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 Novatel Wireless, Inc.'s Current Report on Form 8K/A filed December 17, 2015.

/s/ Mazars (Gauteng) Inc.

Mazars (Gauteng) Inc.

Director: S Ranchhoojee

Registered Auditor

8 November 2016

Pretoria, South Africa