

**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): January 10, 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On January 10, 2017, Inseego Corp. (the “Company”) held a special meeting of its stockholders (the “Special Meeting”) at which the stockholders of the Company considered and acted upon the following proposals, which are set out in more detail in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on December 5, 2016 and mailed to the stockholders of the Company on December 7, 2016:

1. *Approval of the Sale of all of the issued and outstanding stock of NWI to TCL.* By the vote reflected below, the stockholders approved the adoption of the stock purchase agreement, dated as of September 21, 2016, by and among the Company, Novatel Wireless, Inc. (“NWI”), T.C.L. Industries Holdings (H.K.) Limited and Jade Ocean Global Limited (“TCL”), which provides for the sale by the Company of all of the issued and outstanding shares of the common stock of NWI to TCL for \$50.0 million in cash (the “Sale”).
2. *Approval of an Amendment to NWI’s Amended and Restated Certificate of Incorporation.* By the vote reflected below, the stockholders approved an amendment to NWI’s amended and restated certificate of incorporation to remove certain provisions that require the Company’s stockholders to approve certain corporate actions of NWI.
3. *Advisory Vote on Sale-Related Executive Compensation.* By the vote reflected below, the stockholders approved, on a non-binding, advisory basis, the compensation that may be paid or become payable to certain of the Company’s named executive officers in connection with the Sale, including the agreements and understandings pursuant to which such compensation may be paid or become payable.

The results with respect to the above proposals were as follows:

Proposal	Vote Results	Vote Type	Voted	Voted (%)	O/S (%)
Approval of the Sale of all of the issued and outstanding stock of NWI to TCL	APPROVED	For	32,455,258	98.87	59.70
		Against	261,131	0.80	0.48
		Abstain	106,912	0.33	0.20
		Non-Votes	—	—	—
Approval of an Amendment to NWI’s Amended and Restated Certificate of Incorporation	APPROVED	For	32,380,562	98.65	59.57
		Against	328,504	1.00	0.60
		Abstain	114,235	0.35	0.21
		Non-Votes	—	—	—
Advisory Vote on Sale-Related Executive Compensation	APPROVED	For	31,821,216	96.94	58.54
		Against	931,414	2.84	1.71
		Abstain	70,671	0.22	0.13
		Non-Votes	—	—	—

Item 8.01. Other Events.

On January 10, 2017, the Company issued a press release announcing the results of the votes taken at the Special Meeting. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 4.1 Amendment to Novatel Wireless, Inc.’s Amended and Restated Certificate of Incorporation.
- 99.1 Press release, dated January 10, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, 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: January 10, 2017

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NOVATEL WIRELESS, INC.**

The undersigned Susan Swenson hereby certifies that:

1. She is the duly elected and acting Chief Executive Officer of this corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on April 26, 1996 under the name of Novatel Wireless, Inc.
3. The Certificate of Incorporation of this corporation shall be amended and restated to read as follows:

I.

The name of the corporation (the “**Corporation**”) is Novatel Wireless, Inc.

II.

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, 19801 and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

IV.

The Corporation is authorized to issue one class of stock to be designated as “**Common Stock**”. The total number of shares Common Stock which the Corporation is authorized to issue is one thousand (1,000) shares each with a par value of \$0.001 per share.

V.

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors of the Corporation (the “**Board of Directors**”).

VI.

All directors shall be elected at each annual meeting of stockholders or any special meeting in lieu thereof to hold office until the next annual meeting or special meeting in lieu thereof.

Notwithstanding the foregoing provisions of this Article VI, each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation, or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal, or other causes shall be filled by either (i) the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of voting stock of the Corporation entitled to vote generally in the election of directors (the "**Voting Stock**") voting together as a single class; or (ii) by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Newly created directorships resulting from any increase in the number of directors shall, unless the Board of Directors determines by resolution that any such newly created directorship shall be filled by the stockholders, be filled only by the affirmative vote of the directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified.

VII.

In the election of directors, each holder of shares of any class or series of capital stock of the Corporation shall be entitled to one vote for each share held. No stockholder will be permitted to cumulate votes at any election of directors.

VIII.

If at any time this Corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, as amended, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders, upon due notice and in accordance with the provisions of the Bylaws of this Corporation (the "**Bylaws**"), and may not be taken by written consent.

IX.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles VI, X, XIII and XIV, and this Article IX, of this Amended and Restated Certificate of Incorporation may not be repealed, amended or altered in any respect without the affirmative vote of the holders of at least 66 2/3% of the voting power of all of the then-outstanding shares of the voting stock of the Corporation entitled to vote.

X.

A. Except as otherwise provided in the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the affirmative vote of at least 66 2/3% of the voting power of all of the then-outstanding shares of the voting stock of the Corporation entitled to vote. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal Bylaws.

B. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

C. Advance notice of stockholder nominations for the election of directors or of business to be brought by the stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws.

XI.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

XII.

The Corporation shall have perpetual existence.

XIII.

A. To the fullest extent permitted by the General Corporation Law of Delaware, as the same may be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware is hereafter amended to authorize, with the approval of a corporation's stockholders, further reductions in the liability of a corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the General Corporation Law of Delaware, as so amended.

B. Any repeal or modification of the foregoing provisions of this Article XIII shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

XIV.

A. To the fullest extent permitted by applicable law, the Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of Delaware, subject only to limits created by applicable

Delaware law (statutory or non-statutory), with respect to actions for breach of duty to a corporation, its stockholders, and others.

B. Any repeal or modification of any of the foregoing provisions of this Article XIV shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

* * *

4. The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this Corporation's Board of Directors and stockholder in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware and by the stockholders of the Corporation's stockholder in accordance with the applicable provisions of Sections 228, 242 and 251(g) of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer as of January 10, 2017.

By: /s/ Susan Swenson _____
Susan Swenson
Chief Executive Officer



**STOCKHOLDERS APPROVE SALE OF
NOVATEL WIRELESS, INC. BY INSEEGO CORP. TO
T.C.L. INDUSTRIES HOLDINGS (H.K.) LIMITED
AND JADE OCEAN GLOBAL LIMITED**

SAN DIEGO—January 10, 2017—Inseego Corp. (successor issuer to Novatel Wireless, Inc.) (Nasdaq: INSG) (the “Company”), a leading global provider of solutions for the Internet of Things (IoT), including software-as-a-service (SaaS), today announced the results of a special meeting of stockholders held to, among other things, approve the adoption of the stock purchase agreement, dated as of September 21, 2016, which provides for the sale by the Company of all of the issued and outstanding shares of the common stock of Novatel Wireless, Inc. to Jade Ocean Global Limited, a subsidiary of T.C.L. Industries Holdings (H.K.) Limited, for \$50.0 million in cash (the “Sale”).

The Company’s stockholders approved all proposals put forward at the meeting. In addition to the stock purchase agreement proposal, stockholders approved a proposal to approve an amendment to Novatel Wireless Inc.’s amended and restated certificate of incorporation and a proposal to approve on a non-binding, advisory basis, the compensation that may be paid or become payable to certain of the Company’s named executive officers in connection with the sale of Novatel Wireless, Inc.

The final voting results will be disclosed in a Current Report on Form 8-K to be filed with the Securities and Exchange Commission later today.

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 590,000 global subscribers, including 182,000 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 the timing and likelihood of the consummation of the proposed Sale and conditions precedent to consummating the proposed Sale. 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. For example, the consummation of the proposed Sale is subject to a number of closing conditions, including approval by the Committee on Foreign Investment in the United States (CFIUS), and the failure to satisfy any one of these conditions could result in the transaction not closing. 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, 2015, and in other subsequent filings made with the SEC by Novatel Wireless, Inc. and Inseego Corp. (available at www.sec.gov).

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Insego Corp.

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