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): August 8, 2022

INSEEGO CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation) 001-38358

(Commission file number)

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

12600 Deerfield Parkway, Suite 100 Alpharetta, Georgia 30004 (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 following provisions:	filing is intended to simultaneously satisfy the f	iling obligation of the registrant under any of the
☐ Written communications pursuant to Rule 4	25 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 pursua	ant to Rule 14d-2(b) under the Exchange Act (17	7 CFR 240.14d-2(b))
☐ Pre-commencement communications pursua	ant to Rule 13e-4(c) under the Exchange Act (17	7 CFR 240.13e-4(c))
Securities registered pursuant to Section 12(b) of the	ne Act:	
Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0,001 per shar	e INSG	Nasdag Global Select Market

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. \Box

Item 2.02. Results of Operations and Financial Condition.

The information in "Item 2.02 Results of Operations and Financial Condition" of this Current Report on Form 8-K and in Exhibit 99.1, attached hereto, is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. It may be incorporated by reference in a filing under the Exchange Act or the Securities Act of 1933, as amended, only if such subsequent filing specifically references such disclosure in this Form 8-K.

On August 8, 2022, Inseego Corp. issued a press release containing preliminary financial results for the quarter ended June 30, 2022.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release, dated August 8, 2022, containing Inseego Corp. preliminary financial results for the quarter ended June 30, 2022

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.

Date: August 8, 2022

Inseego Corp.

By: /s/ Robert G. Barbieri

Robert G. Barbieri Chief Financial Officer



Inseego Reports Second Quarter 2022 Financial Results

Increasing mix of enterprise revenue drives expansion in gross margin

Next generation 5G hotspot launches with a tier one carrier in North America and Telstra in Q3

Closed \$50 million credit facility

SAN DIEGO—August 8, 2022—Inseego Corp. (Nasdaq: INSG) (the "Company"), a leader in 5G edge cloud solutions, today reported its results for the second quarter ended June 30, 2022. The Company reported second quarter net revenue of \$61.9 million, GAAP operating loss of \$10.0 million, GAAP net loss of \$12.4 million, GAAP net loss of \$0.12 per share, adjusted EBITDA of negative \$1.0 million, and non-GAAP net loss of \$0.09 per share. Cash and cash equivalents at quarter end, including restricted cash, was \$24.4 million.

"We made great progress deploying 5G fixed wireless access (FWA) for several enterprise customers in Q2. With our key carrier partners now starting to turn their attention to 5G enterprise FWA, and the successful launch of our next-generation of 5G products, we are primed for a strong second half of 2022," said Ashish Sharma, CEO of Inseego. "As more of our enterprise trials move towards deployment, we are experiencing higher recurring revenue from our software solutions, which was reflected in our gross margin this quarter. Expanding gross margin and prudent management of expenses will enable us to approach cash flow breakeven by the end of the year."

Business Highlights

- 5G revenue up 39% year-over-year
- Consolidated gross margin 29.5%, up from 27.3% in Q1 and 28.0% year-over year.
- Several enterprise customers commencing deployment of 5G FWA solutions
- 5G FWA portfolio now C-Band certified with Verizon and AT&T
- Launched industry's first 5G cloud networking solution for the enterprise, Inseego 5G SD EDGE™
 - Pilots with Fortune 500 companies underway
- Launch of Inseego Wavemaker™ 5G indoor CPE FX2000 with Three Sweden in July
- Next generation 5G mobile hotspot launches with a tier one carrier in North America and Telstra in Q3

Corporate Highlights

- Jeffrey Tuder named Chairman of the Board of Inseego
- Entered into a \$50.0 million secured revolving credit facility on August 5, of which \$4.5 million was drawn at closing
 - The facility will mature on December 31, 2024 and will bear interest at the Secured Overnight Financing Rate (SOFR) plus a margin of 3.50% per annum

"The gross margin improvement on both a sequential and year-over-year basis reflects a higher mix of enterprise sales," said Bob Barbieri, CFO of Inseego. "We remain disciplined with our investments and operating costs. For the balance of the year, we expect our quarterly cash usage to be significantly lower than Q2 as our product mix changes to a more higher margin 5G enterprise FWA business. Additionally, the recently announced \$50MM credit facility gives us ample capacity to fuel the growth we see later this year and into 2023."

Conference Call Information

Inseego will host a conference call and live webcast for analysts and investors today at 5:00 p.m. ET. A Q&A session with analysts will be held live directly after the prepared remarks. To access the conference call:

- Online, visit https://investor.inseego.com/events-presentations
- Phone-only participants can pre-register by navigating to https://dpregister.com/sreg/10163574/f13398ce70
- Those without internet access or unable to pre-register may dial-in by calling:
 - In the United States, call 1-844-282-4463
 - International parties can access the call at 1-412-317-5613

An audio replay of the conference call will be available beginning one hour after the call through August 22, 2022. To hear the replay, parties in the United States may call 1-877-344-7529 and enter access code 5587893 followed by the # key. International parties may call 1-412-317-0088. In addition, the Inseego Corp. press release will be accessible from the Company's website before the conference call begins.

About Inseego Corp.

Inseego Corp. (Nasdaq: INSG) is an industry leader in smart device-to-cloud solutions that extend the 5G network edge, enabling broader 5G coverage, multi-gigabit data speeds, low latency and strong security to deliver highly reliable internet access. Our innovative mobile broadband, fixed wireless access (FWA) solutions, and software platform incorporate the most advanced technologies (including 5G, 4G LTE, Wi-Fi 6 and others) into a wide range of products that provide robust connectivity indoors, outdoors and in the harshest industrial environments. Designed and developed in the USA, Inseego products and SaaS solutions build on the company's patented technologies to provide the highest quality wireless connectivity for service providers, enterprises, and government entities worldwide. www.inseego.com #Putting5GtoWork

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Cautionary Note Regarding Forward-Looking Statements

Some of the information presented in this news release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In this context, forward-looking statements often address expected future business and financial performance and often contain words such as "may," "estimate," "anticipate," "believe," "expect," "intend," "plan," "project," "will" and similar words and phrases indicating future results. The information presented in this news release related to our future business outlook, the future demand for our products, as well as other statements that are not purely statements of historical fact, are forward-looking in nature. These forward-looking statements are made on the basis of management's current expectations, assumptions, estimates and projections and are subject to significant risks and uncertainties that could cause actual results to differ materially from those anticipated in such forward-looking statements. We therefore cannot guarantee future results, performance or achievements. Actual results could differ materially from our expectations.

Factors that could cause actual results to differ materially from the Company's expectations include: (1) the future demand for wireless broadband access to data and asset management software and services; (2) the growth of wireless wide-area networking and asset management software and services; (3) customer and end-user acceptance of the Company's current product and service offerings and market demand for the Company's anticipated new product and service offerings; (4) increased competition and pricing pressure from participants in the markets in which the Company is engaged; (5) dependence on third-party manufacturers and key component suppliers worldwide; (6) the impact that new or adjusted tariffs may have on the cost of components or our products, and our ability to sell products internationally; (7) the impact of fluctuations of foreign currency exchange rates; (8) the impact of geopolitical instability and supply chain challenges on our ability to source components and manufacture our products; (9) unexpected liabilities or expenses; (10) the Company's ability to introduce new products and services in a timely manner, including the ability to develop and launch 5G products at the speed and functionality required by our customers; (11) litigation, regulatory and IP developments related to our products or components of our products; (12) dependence on a small number of customers for a significant portion of the Company's revenues and accounts receivable; (13) the Company's plans and expectations relating to acquisitions, divestitures, strategic relationships, international expansion, software and hardware developments, personnel matters, and cost containment

initiatives, including restructuring activities and the timing of their implementations; (15) the global semiconductor shortage and any related price increases or supply chain disruptions, and (16) the potential impact of COVID-19 on the business.

These factors, as well as other factors set forth as risk factors or otherwise described in the reports filed by the Company with the SEC (available at www.sec.gov), could cause actual results to differ materially from those expressed in the Company's forward-looking statements. The Company assumes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, except as otherwise required pursuant to applicable law and our on-going reporting obligations under the Securities Exchange Act of 1934, as amended.

Non-GAAP Financial Measures

Inseego Corp. has provided financial information in this news release that has not been prepared in accordance with GAAP. Adjusted EBITDA, non-GAAP net loss, non-GAAP net loss per share and non-GAAP operating costs and expenses exclude preferred stock dividends, share-based compensation expense, amortization of intangible assets purchased through acquisitions, amortization of discount and issuance costs related to the Company's 2025 Notes, fair value adjustments on derivative instruments, a one-time prior period adjustment related to unamortized debt discount and loss on debt extinguishment relating to the Company's 2022 Notes, and other non-recurring legal expenses. Adjusted EBITDA also excludes interest, taxes, depreciation and amortization (unrelated to acquisitions, the 2025 Notes), foreign exchange gains and losses, and other.

Adjusted EBITDA, non-GAAP net loss, non-GAAP net loss per share and non-GAAP operating costs and expenses are supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. These non-GAAP financial measures have limitations as an analytical tool and are not intended to be used in isolation or as a substitute for operating expenses, net loss, net loss per share or any other performance measure determined in accordance with GAAP. We present these non-GAAP financial measures because we consider each to be an important supplemental measure of our performance.

Management uses these non-GAAP financial measures to make operational decisions, evaluate the Company's performance, prepare forecasts and determine compensation. Further, management believes that both management and investors benefit from referring to these non-GAAP financial measures in assessing the Company's performance when planning, forecasting and analyzing future periods. Share-based compensation expenses are expected to vary depending on the number of new incentive award grants issued to both current and new employees, the number of such grants forfeited by former employees, and changes in the Company's stock price, stock market volatility, expected option term and risk-free interest rates, all of which are difficult to estimate. In calculating non-GAAP financial measures, management excludes certain non-cash and one-time items in order to facilitate comparability of the Company's operating performance on a period-to-period basis because such expenses are not, in management's view, related to the Company's ongoing operating performance. Management uses this view of the Company's operating performance for purposes of comparison with its business plan and individual operating budgets and in the allocation of resources.

The Company further believes that these non-GAAP financial measures are useful to investors in providing greater transparency to the information used by management in its operational decision-making. The Company believes that the use of these non-GAAP financial measures also facilitates a comparison of our underlying operating performance with that of other companies in our industry, which use similar non-GAAP financial measures to supplement their GAAP results.

In the future, the Company expects to continue to incur expenses similar to the non-GAAP adjustments described above, and exclusion of these items in the presentation of our non-GAAP financial measures should not be construed as an inference that these costs are unusual, infrequent or non-recurring. Investors and potential investors are cautioned that there are material limitations associated with the use of non-GAAP financial measures as an analytical tool. The limitations of relying on non-GAAP financial measures include, but are not limited to, the fact that other companies, including other companies in our industry, may calculate non-GAAP financial measures differently than we do, limiting their usefulness as a comparative tool.

Investors and potential investors are encouraged to review the reconciliation of our non-GAAP financial measures contained within this news release with our GAAP financial results.

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INSEEGO CORP. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except share and per share data) (Unaudited)

		Three Months Ended June 30,			Six Months Endo June 30,			nded
		2022		2021		2022		2021
Net revenues:								
IoT & Mobile Solutions	\$	54,990	\$	51,836	\$	109,495	\$	94,795
Enterprise SaaS Solutions		6,866		13,857		13,745		28,495
Total net revenues		61,856		65,693		123,240		123,290
Cost of net revenues:								
IoT & Mobile Solutions		40,694		39,740		83,597		73,178
Enterprise SaaS Solutions		3,270		5,604		6,503		11,288
Total cost of net revenues		43,964		45,344		90,100		84,466
Gross profit		17,892		20,349		33,140		38,824
Operating costs and expenses:								
Research and development		13,619		11,773		32,179		26,328
Sales and marketing		7,721		9,821		17,494		20,825
General and administrative		6,142		7,414		14,380		16,058
Amortization of purchased intangible assets		443		664		887		1,130
Impairment of capitalized software		_		1,197		_		1,197
Total operating costs and expenses		27,925		30,869		64,940		65,538
Operating loss		(10,033)		(10,520)		(31,800)		(26,714)
Other (expense) income:								
Loss on debt conversion and extinguishment, net		_		_		(450)		(432)
Interest expense, net		(1,664)		(1,678)		(4,587)		(3,523)
Other (expense) income, net		(982)		(617)		(1,387)		1,117
Loss before income taxes		(12,679)		(12,815)		(38,224)		(29,552)
Income tax (benefit) provision		(303)		228		(625)		449
Net loss		(12,376)		(13,043)		(37,599)		(30,001)
Less: Net income attributable to noncontrolling interests		_		_		_		(214)
Net loss attributable to Inseego Corp.		(12,376)		(13,043)		(37,599)		(30,215)
Series E preferred stock dividends		(677)		(886)		(1,338)		(1,753)
Net loss attributable to common stockholders	\$	(13,053)	\$	(13,929)	\$	(38,937)	\$	(31,968)
Per share data:								
Net loss per common share:								
Basic and diluted	\$	(0.12)	\$	(0.14)	\$	(0.37)	\$	(0.31)
Weighted-average shares used in computation of net loss per common share:	====				_	· · ·	_	
Basic and diluted	Ī	107,511,660	10	02,935,213		106,585,684		102,157,146
					_		_	

INSEEGO CORP. CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands) (Unaudited)

	June 30,		December 31,		
	2022		2021		
ASSETS					
Current assets:					
Cash and cash equivalents	21,090	\$	46,474		
Restricted cash	3,270		3,338		
Accounts receivable, net	22,491		26,781		
Inventories	46,977		37,402		
Prepaid expenses and other	10,424		13,624		
Total current assets	104,252		127,619		
Property, plant and equipment, net	6,930		8,102		
Rental assets, net	4,613		4,575		
Intangible assets, net	46,008		46,995		
Goodwill	21,922		20,336		
Right-of-use assets, net	6,985		7,839		
Other assets	566		377		
Total assets	191,276	\$	215,843		
LIABILITIES AND STOCKHOLDERS' DEFICIT					
Current liabilities:					
Accounts payable \$	45,640	\$	48,577		
Accrued expenses and other current liabilities	24,298		26,253		
Total current liabilities	69,938		74,830		
Long-term liabilities:					
2025 Notes, net	157,708		157,866		
Deferred tax liabilities, net	864		852		
Other long-term liabilities	6,456		7,149		
Total liabilities	234,966		240,697		
Commitments and contingencies					
Stockholders' deficit:					
Preferred stock	_				
Common stock	108		105		
Additional paid-in capital	787,283		770,619		
Accumulated other comprehensive loss	(5,097)		(8,531)		
Accumulated deficit	(825,984)		(787,047)		
Total stockholders' deficit	(43,690)	-	(24,854)		
Total liabilities and stockholders' deficit \$	191,276	\$	215,843		

INSEEGO CORP. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) (Unaudited)

	Three Months Ended June 30,			Six Months Ended June 30,			ded
		2022	2021	021 2022			2021
Cash flows from operating activities:							
Net loss	\$	(12,376)	\$ (13,043)	\$	(37,599)	\$	(30,001)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:							
Depreciation and amortization		6,712	6,821		13,955		13,051
Fair value adjustment on derivative instrument		(293)	128		(902)		(1,823)
(Recoveries) provision for bad debts		(1)	165		(15)		266
Impairment of capitalized software		_	1,197		_		1,197
Provision for excess and obsolete inventory		649	669		896		496
Share-based compensation expense		2,287	2,307		13,486		11,405
Amortization of debt discount and debt issuance costs		372	372		2,022		746
Loss on debt conversion and extinguishment, net		_	_		450		432
Deferred income taxes		(285)	(288))	(96)		38
Right-of-use assets		728	371		1,070		883
Other		_	(437))	_		(330)
Changes in assets and liabilities, net of effects of divestiture:							
Accounts receivable		(238)	3,815		5,239		6,483
Inventories		(9,793)	4,580		(10,148)		(834)
Prepaid expenses and other assets		399	(40))	3,100		1,158
Accounts payable		4,193	(14,079))	(6,207)		(16,015)
Accrued expenses, income taxes, and other		(8,559)	(4,718))	(1,740)		2,180
Operating lease liabilities		(755)	(825))	(1,109)		(1,362)
Net cash (used in) provided by operating activities		(16,960)	(13,005))	(17,598)		(12,030)
Cash flows from investing activities:							
Acquisition of noncontrolling interest		_	_		_		(116)
Purchases of property, plant and equipment		(296)	(1,131))	(1,059)		(2,455)
Proceeds from the sale of property, plant and equipment		_	485		_		506
Additions to capitalized software development costs		(3,095)	(7,392))	(6,222)		(15,369)
Net cash used in investing activities		(3,391)	(8,038))	(7,281)		(17,434)
Cash flows from financing activities:							
Net borrowing of bank and overdraft facilities		(85)	35		(139)		295
Principal payments under finance lease obligations			(936))	(62)		(2,173)
Proceeds from a public offering, net of issuance costs		_	(59)		Ĺ		29,369
Principal payments on financed assets		(224)	`		(1,231)		_
Proceeds from stock option exercises and employee stock purchase plan, net of taxes paid on vested restricted stock units		52	924		115		2,020
Net cash (used in) provided by financing activities		(257)	(36))	(1,317)		29,511
Effect of exchange rates on cash		(213)	1,912		744		321
Net (decrease) increase in cash, cash equivalents and restricted cash		(20,821)	(19,167)	_	(25,452)		368
Cash, cash equivalents and restricted cash, beginning of period		45,181	59,550		49,812		40,015
Cash, cash equivalents and restricted cash, end of period	\$	24,360	\$ 40,383	\$		\$	40,383
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Reconciliation of GAAP Net Loss Attributable to Common Shareholders to Non-GAAP Net Loss

(In thousands, except per share data)

(Unaudited)

	Three Months Ended June 30, 2022					ths Ended 0, 2022		
	Net Loss Per Share		Net Loss Per Share		Net Loss Per Share Net Los		Net Loss	Net Loss Per Share
GAAP net loss attributable to common shareholders	\$	(13,053)	\$ (0.12)	\$	(38,937)	\$ (0.37)		
Adjustments:								
Preferred stock dividends ^(a)		677	0.01		1,338	0.02		
Share-based compensation expense		2,287	0.02		13,486	0.12		
Purchased intangibles amortization		529	_		1,093	0.01		
Debt discount and issuance costs amortization ^(b)		372	_		2,022	0.02		
Fair value adjustment on derivative instrument(c)		(293)	_		(902)	_		
Loss on debt conversion and extinguishment, net (d)		_	_		450	_		
Other ^(e)		_	_		(109)	_		
Non-GAAP net loss	\$	(9,481)	\$ (0.09)	\$	(21,559)	\$ (0.20)		

- (a) Includes accrued dividends on Series E Preferred Stock.
- (b) Includes the debt discount and issuance costs amortization related to the 2025 Notes.
- (c) Includes the fair value adjustment related to the Company's interest make-whole derivative instrument.
- (d) Includes the loss on debt conversion and extinguishment of the 2025 Notes.

Reconciliation of GAAP Operating Costs and Expenses to Non-GAAP Operating Costs and Expenses

Three Months Ended June 30, 2022 (In thousands) (Unaudited)

	Purchased intangibles amortization	N	on-GAAP
259	\$ 86	\$	43,619
428	_		13,191
554	_		7,167
,046	_		5,096
_	443		_
,028	\$ 443	\$	25,454
,287	\$ 529		
1	428	expense amortization 259 \$ 86 428 — 554 — 1,046 — — 443 2,028 \$ 443	xxpense amortization No.

Reconciliation of GAAP Operating Costs and Expenses to Non-GAAP Operating Costs and Expenses

Six Months Ended June 30, 2022 (In thousands) (Unaudited)

	GAAP	hare-based nsation expense	intan	hased gibles ization	No	on-GAAP
Cost of net revenues	\$ 90,100	\$ 1,674	\$	206	\$	88,220
Operating costs and expenses:	 					
Research and development	32,179	4,498		_		27,681
Sales and marketing	17,494	2,597		_		14,897
General and administrative	14,380	4,717		_		9,663
Amortization of purchased intangible assets	887	_		887		_
Total operating costs and expenses	\$ 64,940	\$ 11,812	\$	887	\$	52,241
Total		\$ 13,486	\$	1,093		

Reconciliation of GAAP Net Loss Attributable to Common Shareholders to Adjusted EBITDA

(In thousands) (Unaudited)

	Three Months Ended June 30, 2022	Six Months Ended June 30, 2022
GAAP net loss attributable to common shareholders	(13,053)	\$ (38,937)
Preferred stock dividends ^(a)	677	1,338
Income tax provision	(303)	(625)
Depreciation and amortization	6,712	13,955
Share-based compensation expense	2,287	13,486
Fair value adjustment of derivative ^(b)	(293)	(902)
Interest expense, net(c)	1,664	4,587
Loss on debt conversion and extinguishment ^(d)	_	450
Other ^(e)	1,275	2,334
Adjusted EBITDA	\$ (1,034)	\$ (4,314)

- (a) Includes accrued dividends on Series E Preferred Stock.
- (b) Includes the fair value adjustment related to the Company's interest make-whole derivative instrument.
- (c) Includes the debt discount and issuance costs amortization related to the 2025 Notes.
- (d) Includes the loss on debt conversion and extinguishment of the 2025 Notes.
- (e) Primarily includes a benefit recorded related to non-recurring legal settlements and foreign exchange gains and losses.

Quarterly Net Revenues by Product Grouping (In thousands)

(Unaudited)

Three Months Ended

	June 30, 2022	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021
IoT & Mobile Solutions	\$ 54,990	\$ 54,505	\$ 66,214	\$ 56,975	\$ 51,836
Enterprise SaaS Solutions	6,866	6,678	6,678	9,242	13,857
Total net revenues	\$ 61,856	\$ 61,183	\$ 72,892	\$ 66,217	\$ 65,693