

**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): September 5, 2023**

**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**  
(IRS Employer  
Identification No.)

**9710 Scranton Road, Suite 200**  
**San Diego, California 92121**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (858) 812-3400**

**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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 per share Preferred Stock Purchase Rights	INSG	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company 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 5.07 Submission of Matters to a Vote of Security Holders.**

On September 5, 2023, Inseego Corp. (the “Company”) held an annual meeting of its stockholders (the “Annual Meeting”). Of the 116,873,019 shares of the Company’s common stock entitled to vote at the Annual Meeting, a total of 78,665,494 shares were represented at the Annual Meeting in person or by proxy. The voting results for each item of business properly presented at the Annual Meeting are set forth below.

**Proposal 1: Election of Directors**

Both of the persons nominated by the Company to serve as directors for a three-year term until the 2026 annual meeting of stockholders were elected with the following votes:

<u>Name of Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
James B. Avery	39,766,843	2,781,114	36,117,507
Jeffrey Tudor	40,075,966	2,472,021	36,117,507

**Proposal 2: Ratification of Appointment of Independent Registered Public Accountants**

The proposal to ratify the appointment of Marcum LLP as the Company’s independent registered public accountants for the fiscal year ending December 31, 2023 was approved with the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
75,748,726	2,279,250	637,518	0

**Proposal 3: Advisory Vote on Executive Compensation**

The proposal to approve, on a non-binding advisory basis, the compensation paid to the Company’s named executive officers was approved with the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
38,554,288	2,919,406	1,074,293	36,117,507

**Proposal 4: Advisory Vote on Frequency of Advisory Vote on Executive Compensation**

With respect to the advisory resolution on the frequency of advisory votes on executive compensation, the frequency of “One Year” received the most votes with the following vote:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
40,912,976	318,385	564,318	752,308	36,117,507

**Proposal 5: Approval of Reverse Stock Split**

The proposal to authorize an amendment of the Company’s Certificate of Incorporation to implement a reverse stock split of the Company’s outstanding shares of Common Stock by a ratio in the range of one-for-five to one-for-ten was approved with the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
70,857,505	7,298,643	509,346	0

**Proposal 6: Approval of Increase in Authorized Shares of Common Stock**

The proposal to authorize an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 150 million shares to 300 million shares was approved with the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
31,390,494	10,908,150	249,343	36,117,507

**Proposal 7: Approval of Adjournment of Annual Meeting**

The proposal to approve an adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of any of the other proposals was approved with the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
64,116,882	13,600,553	948,059	0

**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.**

Date: September 8, 2023

By: /s/ Kurt E. Scheuerman  
Name: Kurt E. Scheuerman  
Title: Chief Administrative Officer and General Counsel