

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Miller Brian</u> _____ (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> _____ (Street) <u>GREENWICH CT 06830</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INSEEGO CORP. [INSG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/10/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/10/2019		S		3,900,000	D	\$4.8	6,401,995	I	See Footnote ⁽¹⁾
Common Stock								60,083 ⁽²⁾⁽³⁾	D ⁽⁴⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Convertible Note	\$4.7 ⁽⁵⁾	07/10/2019		P		\$25,466,000		(5)	(5)	Common Stock	(5)	\$33,073,967.5	\$31,116,000	I	See Footnote ⁽¹⁾

1. Name and Address of Reporting Person* <u>Miller Brian</u> _____ (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> _____ (Street) <u>GREENWICH CT 06830</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>North Sound Trading, LP</u> _____ (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> _____ (Street) <u>GREENWICH CT 06830</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>North Sound Management, Inc.</u> _____ (Last) (First) (Middle) <u>115 EAST PUTNAM AVENUE</u> _____ (Street) <u>GREENWICH CT 06830</u> _____ (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. The shares and convertible notes are owned directly by North Sound Trading, L.P, a Delaware partnership ("North Sound Trading"). Mr. Miller is the sole shareholder of North Sound Management, Inc., a Delaware corporation ("North Sound Management"), which in turn is the general partner of North Sound Trading. Mr. Miller and North Sound Management may be deemed to indirectly own the shares and convertible notes directly owned by North Sound Trading. Each of North Sound Trading and North Sound Management is deemed a director by deputization by virtue of their relationship with Mr. Miller, a director of the Issuer.
2. Of the 60,083 restricted stock units, 42,521 restricted stock units are scheduled to vest over a three-year period, with one-third vesting on each anniversary of the grant date through the third anniversary of the grant date. The remaining 17,562 restricted stock units are scheduled to vest in full on the first anniversary of the grant date.
3. The restricted stock units convert into common stock on a one-for-one basis.
4. The restricted stock units are owned directly by Brian Miller.
5. The convertible note will mature on June 15, 2022, unless earlier converted, redeemed or repurchased. The convertible note is convertible into cash, shares of the Issuer's common stock, or a combination thereof, at the Issuer's election, at an initial conversion price of \$4.70 per share of common stock, which is subject to adjustment. The convertible note may be converted by the holder in whole or in part at any time prior to the close of business on the business day immediately preceding December 15, 2021, but subject to certain conditions.

/s/ Brian Miller 07/12/2019

/s/ Brian Miller, President of
North Sound Management, Inc., 07/12/2019
acting as General Partner of
North Sound Trading, L.P

/s/ Brian Miller, President of 07/12/2019
North Sound Management, Inc.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.