

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>INSEGO CORP. [ INSG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	02/14/2019		A		17,562 <sup>(1)(2)</sup>	A	\$0.00	60,083	D <sup>(3)</sup>	
Common Stock								9,246,570	I	See Footnote <sup>(4)</sup>

**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					

1. Name and Address of Reporting Person\*  
Miller Brian  
 (Last) (First) (Middle)  
115 EAST PUTNAM AVENUE  
 (Street)  
GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
North Sound Management, Inc.  
 (Last) (First) (Middle)  
115 EAST PUTNAM AVENUE  
 (Street)  
GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
North Sound Trading, LP  
 (Last) (First) (Middle)  
115 EAST PUTNAM AVENUE  
 (City) (State) (Zip)

(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The restricted stock units will vest in full on the first anniversary of the grant date.
2. The restricted stock units convert into common stock on a one-for-one basis.
3. The shares are owned directly by Mr. Miller.
4. The shares are owned directly by North Sound Trading, LP, a Delaware partnership ("North Sound Trading"). Mr. Miller is the sole shareholder of North Sound Management, Inc., a Delaware corporation, which in turn is the general partner of North Sound Trading. Mr. Miller is a director of the Issuer.

/s/ Brian Miller 02/19/2019

/s/ Brian Miller, President of  
North Sound Management, Inc. 02/19/2019

/s/ Brian Miller, President of  
North Sound Management,  
Inc., acting as General Partner  
of North Sound Trading, LP 02/19/2019

\*\* 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.**