

**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): May 8, 2019

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 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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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.

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 May 8, 2019, Inseego Corp. issued a press release containing preliminary financial results for the quarter ended March 31, 2019.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 [Press release, dated May 8, 2019, containing Inseego Corp. preliminary financial results for the quarter ended March 31, 2019.](#)

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.

Inseego Corp.

By: /s/ Stephen Smith

Stephen Smith

Executive Vice President and Chief Financial Officer

Date: May 8, 2019



Inseego Reports First Quarter 2019 Financial Results

Revenue and earnings within guidance

Rapid expansion of global 5G customer opportunities

SAN DIEGO—May 8, 2019—Inseego Corp. (Nasdaq: INSG) (the “Company”), a pioneer in 5G and intelligent IoT device-to-cloud solutions, today reported the following results for the first quarter ended March 31, 2019. The Company reports first-quarter revenues of \$48.6 million, GAAP operating loss of \$2.5 million, GAAP net loss of \$7.5 million, or net loss of \$0.10 per share, adjusted EBITDA of \$2.1 million and non-GAAP net loss of \$0.03 per share. Cash and cash equivalents at the end of the period, including restricted cash, was \$31.9 million.

“Our strategy of investing early in 5G is paying off, as global service providers are showing great interest in our market-leading mobile and fixed wireless portfolio, which is reflected in a rapid increase in our opportunity pipeline,” said Dan Mondor, Chairman and CEO of Inseego. “Our 5G NR products are showing excellent performance with multiple customers and we are delighted to help them make the promise of 5G a reality in 2019.”

Corporate Highlights

- Revenue of \$48.6 million, at the high end of guidance
- Accelerating R&D and sales and marketing investments to support growth in global 5G opportunities

IoT & Mobile Solutions

- Q1 2019 revenue of \$32.8 million, 13.5% year-over-year growth
- 5G opportunity pipeline growth in South America, Asia, and Europe; signed MOU with a leading European mobile operator
- Launching MiFi LTE-Advanced gigabit hotspot with Sprint in the second quarter and Bell Canada later this year
- Launched a new line of Skyus LTE-Advanced ruggedized edge routers for industrial IoT applications

Enterprise SaaS Solutions

- Q1 2019 revenue of \$15.8 million
- Momentum in the Aviation vertical with a new global European carrier
- Solid year over year growth in the Fleet business with Europe revenues up 8% and South Africa SMB revenues up 7%

“Inseego is making significant investments in R&D and sales and marketing to capitalize on global high-growth market opportunities across our portfolio, especially in 5G,” said Steve Smith, EVP and CFO of Inseego. “In the first quarter we saw compression in gross margins due to higher than expected costs at the time of new product introductions and we have put in place an action plan to improve product margins.”

Second Quarter Outlook

The following statements are forward-looking and actual results may differ materially. Please see the section titled “Cautionary Note Regarding Forward-Looking Statements” at the end of this news release. A more detailed description of risks related to our business is included in the reports filed by the Company with the Securities and Exchange Commission (the “SEC”). Our guidance for the second quarter of 2019 reflects current business indicators and expectations as of the date of this news release, including current exchange rates for foreign currencies.

Inseego Consolidated

Revenue
Adjusted EBITDA

Second Quarter 2019 Outlook

\$50.0 million - \$56.0 million
\$2.8 million - \$4.5 million

IoT & Mobile Solutions

Revenue \$35.0 million - \$40.0 million

Enterprise SaaS Solutions

Revenue \$15.0 million - \$16.0 million

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:

- In the United States, call 1-844-881-0135
- International parties can access the call at 1-412-317-6727

An audio replay of the conference call will be available beginning one hour after the call, through May 22, 2019. To hear the replay, parties in the United States may call 1-877-344-7529 and enter access code 10129584 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 pioneer in 5G and intelligent IoT device-to-cloud solutions that enables high performance mobile applications for large enterprise verticals, service providers and small-medium businesses around the globe. Our product portfolio consists of Enterprise SaaS solutions and IoT & Mobile solutions, which together form the backbone of compelling, intelligent, reliable and secure IoT services with deep business intelligence. Inseego powers mission critical applications with a "zero unscheduled downtime" mandate, such as asset tracking, fleet management, industrial IoT, SD WAN failover management and mobile broadband services. Our solutions are powered by our key innovations in purpose-built SaaS cloud platforms, IoT and mobile technologies including the newly emerging 5G technology. www.inseego.com #Making5GReal

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 outlook for the second quarter ending June 30, 2019 and 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 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 (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 implementation.

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. Non-GAAP operating expenses, adjusted EBITDA, net loss and net loss per share exclude share-based compensation expense, amortization of intangible assets purchased through acquisitions, amortization of discount and issuance costs related to the Company's convertible senior notes and term loan and restructuring charges, net of recoveries. Adjusted EBITDA also excludes interest, taxes, depreciation and amortization (unrelated to acquisitions, the convertible senior notes and the term loans) and foreign currency transaction gains and losses.

Non-GAAP operating expenses, adjusted EBITDA, net loss and net loss per share 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 non-GAAP operating expenses, adjusted EBITDA, net loss and net loss per share 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 operating expenses, adjusted EBITDA, net loss and net loss per share, 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 non-GAAP operating expenses, adjusted EBITDA, net loss and net loss per share 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.

Inseego Corp.

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

	Three Months Ended March 31,	
	2019	2018
Net revenues:		
IoT & Mobile Solutions	\$ 32,781	\$ 28,880
Enterprise SaaS Solutions	15,775	17,853
Total net revenues	48,556	46,733
Cost of net revenues:		
IoT & Mobile Solutions	27,600	23,752
Enterprise SaaS Solutions	6,196	6,862
Impairment of abandoned product line, net of recoveries	—	576
Total cost of net revenues	33,796	31,190
Gross profit	14,760	15,543
Operating costs and expenses:		
Research and development	3,485	4,976
Sales and marketing	6,391	5,415
General and administrative	6,452	6,495
Amortization of purchased intangible assets	871	964
Restructuring charges, net of recoveries	22	277
Total operating costs and expenses	17,221	18,127
Operating loss	(2,461)	(2,584)
Other income (expense):		
Interest expense, net	(5,075)	(5,100)
Other income, net	313	64
Loss before income taxes	(7,223)	(7,620)
Income tax provision	248	440
Net loss	(7,471)	(8,060)
Less: Net loss (income) attributable to noncontrolling interests	(14)	10
Net loss attributable to Inseego Corp.	\$ (7,485)	\$ (8,050)
Per share data:		
Net loss per share:		
Basic and diluted	\$ (0.10)	\$ (0.13)
Weighted-average shares used in computation of net loss per share:		
Basic and diluted	74,366,879	60,721,518

INSEGO CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

	March 31, 2019	December 31, 2018
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 31,878	\$ 31,015
Restricted cash	61	61
Accounts receivable, net	23,684	20,633
Inventories, net	33,288	26,431
Prepaid expenses and other	5,889	6,212
Total current assets	<u>94,800</u>	<u>84,352</u>
Property, plant and equipment, net	6,976	6,698
Rental assets, net	5,404	5,769
Intangible assets, net	34,026	31,985
Goodwill	32,776	32,942
Right-of-use assets, net	3,110	—
Other assets	510	510
Total assets	<u>\$ 177,602</u>	<u>\$ 162,256</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	\$ 42,732	\$ 39,245
Accrued expenses and other current liabilities	17,420	13,024
DigiCore bank facilities	1,242	1,412
Total current liabilities	<u>61,394</u>	<u>53,681</u>
Long-term liabilities:		
Convertible senior notes, net	95,124	93,054
Term loan, net	45,419	45,046
Deferred tax liabilities, net	4,390	4,457
Other long-term liabilities	3,871	2,543
Total liabilities	<u>210,198</u>	<u>198,781</u>
Stockholders' deficit:		
Common stock	79	74
Additional paid-in capital	558,208	546,230
Accumulated other comprehensive loss	(5,460)	(4,877)
Accumulated deficit	(585,302)	(577,817)
Total stockholders' deficit attributable to Inseego Corp.	<u>(32,475)</u>	<u>(36,390)</u>
Noncontrolling interests	(121)	(135)
Total stockholders' deficit	<u>(32,596)</u>	<u>(36,525)</u>
Total liabilities and stockholders' deficit	<u>\$ 177,602</u>	<u>\$ 162,256</u>

INSEGO CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Three Months Ended March 31,	
	2019	2018
Cash flows from operating activities:		
Net loss	\$ (7,471)	\$ (8,060)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	3,439	3,887
Provision for bad debts, net of recoveries	230	232
Provision for excess and obsolete inventory, net of recoveries	309	820
Share-based compensation expense	1,057	880
Amortization of debt discount and debt issuance costs	2,443	2,443
Deferred income taxes	(18)	(4)
Other	120	1,014
Changes in assets and liabilities:		
Accounts receivable	(3,290)	(3,141)
Inventories	(7,850)	2,798
Prepaid expenses and other assets	314	3,555
Accounts payable	3,509	(9,093)
Accrued expenses, income taxes, and other	2,175	289
Net cash used in operating activities	<u>(5,033)</u>	<u>(4,380)</u>
Cash flows from investing activities:		
Purchases of property, plant and equipment	(428)	(326)
Proceeds from the sale of property, plant and equipment	50	25
Additions to capitalized software development costs and purchases of intangible assets	(3,942)	(555)
Net cash used in investing activities	<u>(4,320)</u>	<u>(856)</u>
Cash flows from financing activities:		
Proceeds from the exercise of warrant to purchase common stock	10,639	—
Net repayment of DigiCore bank and overdraft facilities	(35)	(218)
Principal payments under finance lease obligations	(268)	(209)
Principal payments on mortgage bond	—	(85)
Proceeds from stock option exercises, net of taxes paid on vested restricted stock units	287	382
Net cash provided by (used in) financing activities	<u>10,623</u>	<u>(130)</u>
Effect of exchange rates on cash	(407)	280
Net increase (decrease) in cash, cash equivalents and restricted cash	863	(5,086)
Cash, cash equivalents and restricted cash, beginning of period	31,076	21,259
Cash, cash equivalents and restricted cash, end of period	<u>\$ 31,939</u>	<u>\$ 16,173</u>

INSEGO CORP.
Reconciliation of GAAP Net Loss to Non-GAAP Net Loss
(In thousands, except per share data)
(Unaudited)

	Three Months Ended March 31, 2019	
	Net Income (Loss)	Income (Loss) Per Share
GAAP net loss	\$ (7,471)	\$ (0.10)
Adjustments:		
Share-based compensation expense ^(a)	1,057	0.01
Purchased intangibles amortization ^(b)	1,383	0.02
Debt discount and issuance costs amortization	2,443	0.04
Restructuring charges, net of recoveries	22	—
Non-GAAP net loss	<u>\$ (2,566)</u>	<u>\$ (0.03)</u>

(a) Includes share-based compensation expense recorded under ASC Topic 718.

(b) Includes amortization of intangible assets purchased through acquisitions.

See “Non-GAAP Financial Measures” for information regarding our use of Non-GAAP financial measures.

INSEGO CORP.

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

Three Months Ended March 31, 2019

(In thousands)

(Unaudited)

	GAAP	Share-based compensation expense (a)	Purchased intangibles amortization (b)	Restructuring charges, net of recoveries	Non-GAAP
Cost of net revenues	\$ 33,796	\$ 123	\$ 512	\$ —	\$ 33,161
Operating costs and expenses:					
Research and development	3,485	175	—	—	3,310
Sales and marketing	6,391	214	—	—	6,177
General and administrative	6,452	545	—	—	5,907
Amortization of purchased intangible assets	871	—	871	—	—
Restructuring charges, net of recoveries	22	—	—	22	—
Total operating costs and expenses	\$ 17,221	934	871	22	\$ 15,394
Total		\$ 1,057	\$ 1,383	\$ 22	

(a) Includes share-based compensation expense recorded under ASC Topic 718.

(b) Includes amortization of intangible assets purchased through acquisitions.

See “Non-GAAP Financial Measures” for information regarding our use of Non-GAAP financial measures.

INSEGO CORP.Reconciliation of GAAP Loss before Income Taxes to Adjusted EBITDA
(In thousands)
(Unaudited)

	Three Months Ended March 31, 2019
Loss before income taxes	\$ (7,223)
Depreciation and amortization ^(a)	3,439
Share-based compensation expense ^(b)	1,057
Restructuring charges, net of recoveries	22
Interest expense, net ^(c)	5,075
Other income, net ^(d)	(313)
Adjusted EBITDA	<u>\$ 2,057</u>

(a) Includes depreciation and amortization charges, including amortization of intangible assets purchased through acquisitions.

(b) Includes share-based compensation expense recorded under ASC Topic 718.

(c) Includes the amortization of debt discount and issuance costs related to the convertible senior notes and term loan.

(d) Includes foreign currency transaction gains and losses.

See “Non-GAAP Financial Measures” for information regarding our use of Non-GAAP financial measures.

INSEEGO CORP.
Quarterly Net Revenues by Product Grouping
(In thousands)
(Unaudited)

	Three Months Ended				
	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
IoT & Mobile Solutions	\$ 32,781	\$ 40,092	\$ 34,636	\$ 31,741	\$ 28,880
Enterprise SaaS Solutions	15,775	15,951	15,994	17,316	17,853
Total net revenues	<u>\$ 48,556</u>	<u>\$ 56,043</u>	<u>\$ 50,630</u>	<u>\$ 49,057</u>	<u>\$ 46,733</u>