

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Golden Harbor Ltd.</u> (Last) (First) (Middle) <u>CAY HOUSE, EP TAYLOR DRIVE N7776</u> <u>LYFORD CAY</u> (Street) <u>NEW PROVIDENCE C5</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>05/12/2020</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			

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					
Convertible Notes Due 2022	(1)	05/12/2020		D		\$13,700,000		(1)	(1)	Common Stock	(1)	\$0.00	0	D ⁽³⁾
Convertible Notes Due 2025	(2)	05/12/2020		A		\$24,456,000		(2)	(2)	Common Stock	(2)	\$0.00	\$24,456,000	D ⁽³⁾

Explanation of Responses:

- The Convertible Notes due 2022 will mature on June 15, 2022, unless earlier converted, redeemed or repurchased. The Convertible Notes due 2022 are 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 Notes due 2022 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.
- The Convertible Notes due 2025 will mature on May 1, 2025, unless earlier converted, redeemed or repurchased. The Convertible Notes due 2025 are convertible at any time until the close of business on trading day immediately before the scheduled maturity date, subject to certain limitations, into shares of the Issuer's common stock at an initial conversion price of \$12.61 per share of common stock, which is subject to adjustment.
- These securities are owned directly by Golden Harbor Ltd. ("Golden Harbor"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of Braslyn Ltd., Golden Harbor, Tavistock Financial, LLC and Joseph C. Lewis. Mr. Lewis is the sole indirect beneficial owner of and controls Golden Harbor. On May 12, 2020, Golden Harbor exchanged all the Convertible Notes due 2022 that it owned for \$24,456,000 principal amount of Convertible Notes due 2025 and a payment of \$9,801,000 in cash. The exchange transaction is exempt from Section 16(b) of the Securities Exchange Act by virtue of the exemption provided in Rule 16b-3.

Remarks:

Golden Harbor Ltd., By: /s/ Jason C. Callender, Director & Vice President 08/07/2020

** 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.