

**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): January 23, 2024**

**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	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 3.03. Material Modification to the Rights of Security Holders.**

The information contained in Item 5.03 below is incorporated by reference into this Item 3.03.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 23, 2024, Inseego Corp. (the “Company”) filed a Certificate of Amendment of the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the “Certificate of Amendment”), which effected, as of 5:00 p.m. Eastern Time on that date (the “Effective Time”), a one-for-ten reverse stock split (the “Reverse Stock Split”) of the Company’s issued and outstanding shares of common stock, \$0.001 par value per share (the “Common Stock”). The Company’s common stock will begin trading on a Reverse Stock Split-adjusted basis when the market opens on January 24, 2024. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock will change to 45782B302.

As previously disclosed, at the Company’s annual meeting of stockholders held on September 5, 2023, the stockholders of the Company voted to approve an amendment to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Common Stock at a ratio ranging from one-for-five to one-for-ten, with such ratio and the implementation and timing of such Reverse Stock Split to be determined by the board of directors of the Company (the “Board”). The Board subsequently approved the implementation of a one-for-ten Reverse Stock Split and approved and authorized the filing of the Certificate of Amendment.

As a result of the Reverse Stock Split, each share of Common Stock issued and outstanding immediately prior to the Effective Time was automatically reclassified as and converted into one-tenth ( $\frac{1}{10}$ ) of a share of Common Stock. The Reverse Stock Split affected all stockholders uniformly and did not alter any stockholder’s percentage interest in the Company’s equity, except to the extent that the Reverse Stock Split would result in some stockholders owning a fractional share. No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to fractional shares of Common Stock are instead entitled to receive cash payments in lieu of such fractional shares.

The Reverse Stock Split did not change the par value of the Common Stock or the authorized number of shares of Common Stock.

The foregoing description of the Certificate of Amendment is a summary of the material terms thereof, does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed with this report as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit</b>
3.1	<a href="#">Certificate of Amendment of Certificate of Incorporation of Inseego Corp., dated January 23, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**INSEEGO CORP.**

By: /s/ Kurt Scheuerman  
Name: Kurt Scheuerman  
Title: Chief Administrative Officer & General Counsel

Date: January 23, 2024

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INSEEGO CORP.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2024, AT 8:09 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-THIRD DAY OF JANUARY, A.D. 2024 AT 5 O'CLOCK P.M.



A handwritten signature in black ink, appearing to read "JB", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

6102479 8100  
SR# 20240200375

Authentication: 202641346  
Date: 01-23-24

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
INSEGO CORP.**

Insego Corp., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "*Corporation*"), does hereby certify that:

1. The amended and restated certificate of incorporation of the Corporation (the "*Certificate of Incorporation*") is hereby amended by amending and restating Article IV of the Certificate of Incorporation in its entirety as follows:

- (A) The Corporation is authorized to issue two classes of stock to be designated, respectively, "*Common Stock*" and "*Preferred Stock*." The total number of shares which the Corporation is authorized to issue is One Hundred Fifty Two Million (152,000,000) shares each with a par value of \$0.001 per share. One Hundred Fifty Million (150,000,000) shares shall be Common Stock and Two Million (2,000,000) shares shall be Preferred Stock.

Upon the filing and effectiveness (the "*Effective Time*") pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each ten (10) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the "*Reverse Stock Split*"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) from the Corporation's transfer agent in lieu of such fractional share interests upon the submission of a transmission letter by a stockholder holding the shares in book-entry form and, where shares are held in certificated form, upon the surrender of the stockholder's Old Certificates (as defined below), in an amount equal to the product obtained by multiplying (a) the closing price per share of the Common Stock as reported on the Nasdaq Global Select Market as of the date of the Effective Time, by (b) the fraction of one share owned by the stockholder. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("*Old Certificates*"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

2. The foregoing amendment shall be effective as of 5:00 p.m. Eastern Time on January 23, 2024.

3. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware

**IN WITNESS WHEREOF**, this Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly executed by an authorized officer of the Corporation on January 22, 2024.

**INSEGO CORP.**



Name: Kurt E. Scheuerman

Title: Chief Administrative Officer, General  
Counsel & Secretary