

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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2019</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	03/28/2019		M		1,055,425	A	\$2.52	10,301,995	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	Amount or Number of Shares				
Warrant (right to purchase)	\$2.52	03/28/2019		M			1,055,425	02/06/2019	08/06/2023	Common Stock	1,055,425	\$0	0	I	See Footnote ⁽¹⁾
Warrant (right to purchase)	\$7	03/28/2019		A		625,000		09/28/2019	06/30/2022	Common Stock	625,000	\$0	625,000	I	See Footnote ⁽¹⁾

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 Trading, LP

 (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)

(City)

(State)

(Zip)

Explanation of Responses:

1. The shares and warrants 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 ("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 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. The exercise of the warrant to acquire 1,055,425 shares of common stock and the acquisition of the warrant to acquire 625,000 shares of common stock are each transactions that are exempt from Section 16(b) pursuant to Section 16b-3.
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.

[/s/ Brian Miller](#) [03/29/2019](#)

[/s/ Brian Miller, President of
North Sound Management, Inc.,
acting as General Partner of
North Sound Trading, LP](#) [03/29/2019](#)

[/s/ Brian Miller, President of
North Sound Management, Inc.](#) [03/29/2019](#)

** 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.