

**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

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

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>Sharma Ashish</u>			2. Issuer Name and Ticker or Trading Symbol <u>INSEGO CORP. [ INSG ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>CEO &amp; President</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>9710 SCRANTON ROAD, SUITE 200</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>SAN DIEGO</u>	<u>CA</u>	<u>92121</u>						
(City)	(State)	(Zip)							

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>03/01/2022</u>		<u>A</u>		<u>200,000</u>	<u>A<sup>(1)</sup></u>	<u>\$0</u>	<u>245,019</u>	<u>D</u>	

**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
<u>Stock Options (right to buy)</u>	<u>\$4.78</u>	<u>03/01/2022</u>		<u>A</u>		<u>250,000</u>		<u>(2)</u>	<u>03/01/2032</u>	<u>Common Stock</u>	<u>250,000</u>	<u>\$0</u>	<u>250,000</u>	<u>D</u>	
<u>Stock Options (right to buy)</u>	<u>\$7.5</u>	<u>03/01/2022</u>		<u>A</u>		<u>250,000</u>		<u>(2)</u>	<u>03/01/2032</u>	<u>Common Stock</u>	<u>250,000</u>	<u>\$0</u>	<u>250,000</u>	<u>D</u>	
<u>Stock Options (right to buy)</u>	<u>\$10</u>	<u>03/01/2022</u>		<u>A</u>		<u>250,000</u>		<u>(2)</u>	<u>03/01/2032</u>	<u>Common Stock</u>	<u>250,000</u>	<u>\$0</u>	<u>250,000</u>	<u>D</u>	
<u>Stock Options (right to buy)</u>	<u>\$15</u>	<u>03/01/2022</u>		<u>A</u>		<u>250,000</u>		<u>(2)</u>	<u>03/01/2032</u>	<u>Common Stock</u>	<u>250,000</u>	<u>\$0</u>	<u>250,000</u>	<u>D</u>	
<u>Stock Options (right to buy)</u>	<u>\$20</u>	<u>03/01/2022</u>		<u>A</u>		<u>250,000</u>		<u>(2)</u>	<u>03/01/2032</u>	<u>Common Stock</u>	<u>250,000</u>	<u>\$0</u>	<u>250,000</u>	<u>D</u>	

**Explanation of Responses:**

- Represents restricted stock units scheduled to vest over a four-year period, with one-fourth vesting on each anniversary of the grant date through the fourth anniversary of the grant date.
- Twenty-five percent (25%) of the shares subject to the Options shall be first eligible to vest and become exercisable on the first anniversary of the grant date and (b) 1/48 of the shares vest on each monthly anniversary thereafter (such Options which have become so eligible, "Eligible Options"), such that one hundred percent (100%) of the Options shall become Eligible Options on the four-year anniversary of the Grant Date. The Options shall vest and become only if (a) they have become Eligible Options; and (b) the average of the per-share closing price of the Company's common stock as reported on the principal exchange on which the shares are listed has equaled or exceeded the exercise price for ten (10) trading days within any 30 day period prior to the date of exercise.

/s/ Kurt Scheurman, Attorney-in-Fact 03/03/2022

\*\* 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.