

Hume Patricia
Form 4
February 21, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hume Patricia

(Last) (First) (Middle)

C/O IPASS INC., 3800 BRIDGE
PARKWAY SUITE 200

(Street)

REDWOOD SHORES
CA, X1 94065

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IPASS INC [ipas]

3. Date of Earliest Transaction
(Month/Day/Year)

02/12/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	02/12/2019		S ⁽¹⁾	17,300	D \$ 3.14	38,657 ⁽²⁾	D
Common Stock	02/12/2019		U	38,657	D ⁽³⁾	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hume Patricia
C/O IPASS INC.
3800 BRIDGE PARKWAY SUITE 200
REDWOOD SHORES CA, X1 94065

Chief Operating Officer

Signatures

/s/ Darin R.
Vickery 02/21/2019

**Signature of
Reporting Person Date

Explanation of Responses:

* 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).

This constitutes the sale of shares of common stock for statutory tax 50,000 Restricted Stock Awards were granted on March 31, 2018;
(1) 100% of the shares were released on February 12, 2019 pursuant to the Agreement and Plan of Merger dated as of November 12, 2018 (the "Merger Agreement"), by and among iPass, Inc. ("iPass") and Pareteum the Purchaser.

On August 23, 2018, iPass, Inc. effected a 1-for-10 reverse stock split (the "Reverse Split"). Accordingly, the number of shares of common stock on a pre-Reverse Split basis were adjusted following the Reverse Split (with fractional shares rounded down to the next whole number). Included in this post-split number is 500 shares of Employee Stock Purchase Plan, purchased as of April 30, 2018 and October 31, 2018, respectively.
(2)

Disposed of pursuant to Merger Agreement between Issuer and Pareteum in exchange for 1.17 shares of Pareteum common stock having a market value of \$2.90 per share on the Effective Date of the Merger.
(3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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