

Hume Patricia  
Form 4  
February 21, 2019

**FORM 4**

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

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).

**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

(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 below) \_\_\_ Other (specify 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/12/2019		S <sup>(1)</sup>	17,300 D \$ 3.14	38,657 <sup>(2)</sup>	D	
Common Stock	02/12/2019		U	38,657 D <sup>(3)</sup> 0	0	D	

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.