

Schwerin Samuel L
 Form 4
 January 26, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Schwerin Samuel L

(Last) (First) (Middle)

C/O MILLENIUM TECHNOLOGY VENTURES, 350 PARK AVENUE, 10TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 IPASS INC [IPAS]

3. Date of Earliest Transaction (Month/Day/Year)
 01/22/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
Common stock	01/22/2010		A	10,000	A \$ 0 10,000	D	
Common Stock					3,078,278	I	by Millennium Technology Value Partners, L.P. ⁽¹⁾
Common Stock					3,141,577	I	by Millennium Technology

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).

(1) The shares of Common Stock are beneficially owned by Millennium Technology Value Partners, L.P. The reporting person is the Managing Member of Millennium TVP (GP), LLC, the General Partner of Millenium Technology Value Partners Management, L.P., which is the General Partner of Millenium Technology Value Partners, L.P. The reporting person disclaims beneficial ownership of the securities beneficially owned by Millenium Technology Value Partners, L.P. except to the extent of his pecuniary interest therein.

(2) The shares of Common Stock are beneficially owned by Millennium Technology Value Partners (RCM), L.P. The reporting person is the Managing Member of Millennium TVP (GP), LLC, the General Partner of Millenium Technology Value Partners Management, L.P., which is the General Partner of Millenium Technology Value Partners (RCM), L.P. The reporting person disclaims beneficial ownership of the securities beneficially owned by Millenium Technology Value Partners (RCM), L.P. except to the extent of his pecuniary interest therein.

(3) The options vest in the amount of 10,000 shares on the first anniversary of the date of grant, with the remainder vesting in equal monthly installments for the subsequent 24 months.

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.