Schwerin Samuel L Form 4 January 26, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Schwerin Samuel L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

IPASS INC [IPAS]

01/22/2010

(Check all applicable)

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

_X__ Director Officer (give title

X__ 10% Owner _ Other (specify

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

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10022

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative S	Secur	ities Ac	equired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ior(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock	01/22/2010		Code V A	Amount 10,000	(D)	Price \$ 0	(Instr. 3 and 4) 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

Value Partners (RCM), L.P.

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

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SEC 1474 (9-02)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 1.12	01/22/2010		A	30,000	(3)	01/22/2020	Common stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting of the Fundament	Director	10% Owner	Officer	Other	
Schwerin Samuel L C/O MILLENIUM TECHNOLOGY VENTURES 350 PARK AVENUE, 10TH FLOOR NEW YORK, NY 10022	X	X			
Ciamaturaa					

Signatures

Samuel L. Schwerin	01/26/2010			
**Signature of Reporting Person	Date			

Reporting Owners 2

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).
- 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.
 - 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.,
- (2) 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.