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Kaplan Evar Form 4	1									
February 01,										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									2235-0287	
Check th		Washington, D.C. 20549						January 31,		
if no long subject to Section 1 Form 4 o Form 5		NGES IN SECUI	burden hou response	irs per						
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the l	Public U	Jtility Ho		npany Act	nge Act of 1934, of 1935 or Secti 940			
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> Kaplan Evan			2. Issuer Name and Ticker or Trading Symbol IPASS INC [IPAS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Check an appleable)			
C/O IPASS INC., 3800 BRIDGE PARKWAY			(Month/Day/Year) 01/28/2010			X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
REDWOOI	O SHORES, CA 9	94065					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative S	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti onAcquired (Disposed o (Instr. 3, 4	(A) or of (D) and 5) (A) or	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)	
		c 1 1	c			(D) Price	· • •			
keminder: Kep	oort on a separate line	or each cl	ass of sec	urities bene	Person inform require	ns who res ation cont ed to resp ys a curre	or indirectly. spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to buy)	\$ 1.11	01/28/2010		A		475,000		<u>(1)</u>	01/28/2020	Common Stock	475,00
Restricted Stock Units	(2)	01/28/2010		А		200,000		(3)	01/28/2020	Common Stock	200,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kaplan Evan C/O IPASS INC. 3800 BRIDGE PARKWAY REDWOOD SHORES, CA 94065	Х		Chief Executive Officer				

Signatures

/s/ Bill Garvey, Power of Attorney for Evan Kaplan	02/01/2010	
**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).
- (1) 25% of the shares vest on January 28, 2011, with the remaining shares vesting in 36 equal monthly installments thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one share of iPass' common stock.
- (3) 50% of the shares vest on June 30, 2010 and 50% vest on June 30, 2011

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.