Gatoff Steven Form 4 December 22, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Gatoff Steven

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

Security

(Instr. 3)

(Middle) (First)

3. Date of Earliest Transaction

IPASS INC [IPAS]

Director 10% Owner

C/O IPASS INC., 3800 BRIDGE

12/21/2010

(Month/Day/Year)

X_ Officer (give title Other (specify below)

(Check all applicable)

PARKWAY

Senior VP and CFO

(Street)

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person

(Instr. 4)

Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

REDWOOD SHORES, CA 94065

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 8)

Code

Following Reported Transaction(s)

(Instr. 3 and 4)

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

Execution Date, if

(Month/Day/Year)

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nDerivative Securities	Expiration Date
Security	or Exercise		any	Code	Acquired (A) or	(Month/Day/Year)

7. Title and A Underlying S (Instr. 3 and 4

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(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)					
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 0.95	12/21/2010		D <u>(1)</u>		268	12/21/2010 <u>(1)</u>	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010		A <u>(1)</u>	268		12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.95	12/21/2010		D <u>(1)</u>		3,418	12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010		A <u>(1)</u>	3,418		12/21/2010(1)	06/22/2010	Common Stock
Stock Option (Right to Buy	\$ 1.17	12/21/2010		A(2)	54		12/21/2010(2)	06/22/2019	Common Stock
Stock Option (Right to Buy	\$ 1.24	12/21/2010		D <u>(1)</u>		10,465	12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy	\$ 1.17	12/21/2010		A <u>(1)</u>	10,465		12/21/2010(1)	06/22/2010	Common Stock
Stock Option (Right to Buy	\$ 1.34	12/21/2010		D <u>(1)</u>		200,000	12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy	\$ 1.26	12/21/2010		A <u>(1)</u>	200,000		12/21/2010(1)	06/22/2019	Common Stock
Stock Option (Right to Buy	\$ 1.11	12/21/2010		D <u>(1)</u>		200,000	12/21/2010(1)	01/28/2020	Common Stock

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Stock Option (Right to Buy	\$ 1.05	12/21/2010	A(1)	200,000	12/21/2010(1)	01/28/2020	Common Stock
Stock Option (Right to	\$ 1.17	12/21/2010	A(2)	1,604	12/21/2010(2)	01/28/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Gatoff Steven C/O IPASS INC. 3800 BRIDGE PARKWAY REDWOOD SHORES, CA 94065

Senior VP and CFO

Signatures

/s/ Bill Garvey, Power of Attorney for Steven H.
Gatoff
12/21/2010

**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).
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option (1) and the grant of a replacement option. The amendment of the option was made in connection with a \$0.07/share special dividend payable to stockholders of record as of November 18, 2010. The replacement option has the same vesting schedule the "old" option.
- (2) The grant was made in connection with a \$0.07/share special dividend payable to stockholders of record as of November 18, 2010. The shares were granted with the same vesting schedule as the corresponding replacement option grant.

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.

Reporting Owners 3