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December 22, 201	.0							<u></u>	
FORM 4	UNITED	статес	SECU	DITIES /			COMMISSION	Т	PPROVAL
	UNITED	SIAIES		shington				OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Ecrm 5		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES							January 31, 2005 average urs per . 0.5
Form 5 obligations may continue.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 19401(b).									
(Print or Type Respon	ises)								
1. Name and Address of Reporting Person <u>*</u> Hulse Nicholas W			2. Issuer Name and Ticker or Trading Symbol IPASS INC [IPAS]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (L	First) (1	Middle)		- of Earliest T	-		(Che	ck all applicabl	e)
C/O IPASS INC. PARKWAY	, , , , , , , , , , , , , , , , , , ,	,		Day/Year)	luisaction		Director X Officer (giv below) Senior V		% Owner ner (specify e Sales
			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			
REDWOOD SHO	ORES, CA 9	94065					Form filed by Person	More than One R	eporting
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	ficially own	ned directly of	or indirectly.		
					Perso inform requir	ns who rest nation cont ed to respo ys a curre	spond to the collect ained in this form and unless the for atly valid OMB col	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 A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative Securities	Expiration Date	Underlying S
Security	or Exercise		any	Code	Acquired (A) or	(Month/Day/Year)	(Instr. 3 and 4

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(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Disposed of (Instr. 3, 4,				
	Security			Code V		(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 0.95	12/21/2010		D <u>(1)</u>		321	12/21/2010 <u>(1)</u>	09/10/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010		A <u>(1)</u>	321		12/21/2010 <u>(1)</u>	09/10/2019	Common stock
Stock Option (Right to Buy)	\$ 0.95	12/21/2010		D <u>(1)</u>		4,102	12/21/2010 <u>(1)</u>	08/14/2019	Common Stock
Stock Option (Right to Buy)	\$ 0.9	12/21/2010		A <u>(1)</u>	4,102		12/21/2010 <u>(1)</u>	08/14/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.17	12/21/2010		A <u>(2)</u>	65		12/21/2010 <u>(2)</u>	08/14/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.24	12/21/2010		D <u>(1)</u>		12,558	12/21/2010 <u>(1)</u>	09/10/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.17	12/21/2010		A <u>(1)</u>	12,558		12/21/2010 <u>(1)</u>	09/10/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.33	12/21/2010		D <u>(1)</u>		240,000	12/21/2010 <u>(1)</u>	08/14/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.26	12/21/2010 <u>(1)</u>		A <u>(1)</u>	240,000		12/21/2010 <u>(1)</u>	08/14/2019	Common Stock
Stock Option (Right to Buy)	\$ 1.11	12/21/2010		D <u>(1)</u>		200,000	12/21/2010 <u>(1)</u>	01/28/2020	Common Stock

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

Reporting Owners

Reporting Owner Name / Address			Relationships					
1	Director	10% Owner	Officer	Other				
Hulse Nicholas W C/O IPASS INC. 3800 BRIDGE PARKWAY REDWOOD SHORES, CA 94065			Senior VP of Worldwide Sales					
Signatures								
/s/ Bill Garvey, Power of Attorney Hulse	for Nicol	as W.	12/21/2010					
**Signature of Reporting Pers	son		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 amendemnt 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 as 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.