

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

SCHEDULE TO  
(Amendment No. 3)

(RULE 14D-100)  
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

IPASS INC.  
(Names of Subject Company)

TBR, INC.  
(Offeror)

**PARETEUM CORPORATION**

(Parent of Offeror)  
(Names of Filing Persons)

**COMMON STOCK, \$0.001 PAR VALUE**  
(Title of Class of Securities)  
46261V108  
(CUSIP Number of Class of Securities)

**Robert H. Turner, Executive Chairman**  
**Pareteum Corporation**  
**1185 Avenue of the Americas, 37<sup>th</sup> Floor**  
**New York, New York 10036**  
**Telephone: (212) 984-1096**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*with copies to:*

**Darrin Ocasio**  
**Avital Perlman**  
**Sichenzia Ross Ference LLP**  
**1185 Avenue of the Americas, 37<sup>th</sup> Floor**  
**New York, New York 10036**  
**Telephone: (212) 930-9700**

CALCULATION OF FILING FEE

<u>Transaction Valuation(1)</u>	<u>Amount of Filing Fee(2)</u>
\$16,484,513.08	\$ 1,997.92

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, based on the product of (i) \$1.955, the average of the high and low sales prices per share of iPass, Inc. common stock on November 29, 2018, as reported by Nasdaq, and (ii) 8,431,976, the estimated number of shares of iPass, Inc. common stock to be exchanged in the transaction.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, by multiplying the estimated transaction value by 0.0001212.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,997.92  
Form or Registration No.: Form S-4

Filing Party: Pareteum Corporation  
Date Filed: December 4, 2018

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO, originally filed with the Securities and Exchange Commission (the “SEC”) on December 4, 2018 (together with any subsequent amendments and supplements thereto, including that certain Amendment No. 1 filed on December 10, 2018 and that certain Amendment No. 2 filed on December 21, 2018, the “Schedule TO”), by Pareteum Corporation, a Delaware corporation (“Pareteum”) and TBR, Inc., a Delaware corporation (the “Offeror”) and a direct wholly owned subsidiary of Pareteum. This Schedule TO relates to the offer by the Offeror to exchange for each outstanding share of common stock, \$0.001 par value per share, of iPass, Inc. (“iPass”), a Delaware corporation, 1.17 shares of Pareteum common stock, par value \$0.00001 per share, plus cash in lieu of any fractional shares of Pareteum common stock, without interest and less any applicable withholding taxes (together, the “transaction consideration”) (collectively, subject to the terms and conditions set forth in the Prospectus/Offer to Exchange (as defined below) and the related Letter of Transmittal (as defined below), and together with any amendments or supplements thereto, the “Offer”). This Amendment is being filed on behalf of Pareteum and the Offeror. Capitalized terms used and not otherwise defined in this Amendment shall have the respective meanings assigned to such terms in the Offer to Exchange.

Pareteum has filed with the SEC a Registration Statement on Form S-4 on December 4, 2018 and Amendment No. 1 to the Registration Statement on December 21, 2018 (as amended, the “Registration Statement”), relating to the offer and sale of shares of Pareteum common stock to be issued to holders of shares of iPass common stock validly tendered into the Offer and not properly withdrawn. The terms and conditions of the Offer are set forth in the Prospectus/Offer to Exchange, which is a part of Amendment No. 1 to the Registration Statement and filed as Exhibit (a)(4) hereto (as it may be amended from time to time, the “Prospectus/Offer to Exchange”), and the related letter of transmittal, which is filed as Exhibit (a)(1)(A) hereto (as it may be amended from time to time, the “Letter of Transmittal”). For the avoidance of doubt, all references to the Prospectus/Offer to Exchange, including in response to Items 1 through 11 of the Schedule TO, shall refer to the Prospectus/Offer to Exchange forming part of Amendment No. 1 to the Registration Statement. Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus/Offer to Exchange and the Letter of Transmittal, including any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by Pareteum or the Offeror, is hereby expressly incorporated into this Schedule TO by reference in response to items 1 through 11 of this Schedule TO and is supplemented by the information specifically provided for in this Schedule TO.

All information regarding the Offer as set forth in the Schedule TO, including all exhibits and annexes thereto that were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided for herein and to the extent amended and supplemented by the exhibits filed herewith.

Items 1 through 9 and Item 11 of the Schedule TO, the Offer to Exchange and the other exhibits to the Schedule TO are hereby amended and supplemented as follows:

- (a) Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

“On January 4, 2019, Pareteum announced an extension of the expiration of the Offer to 5:00 p.m., New York City time, on January 17, 2019, unless the Offer is further extended or earlier terminated. The Offer was previously scheduled to expire at 12:00 midnight New York City time, at the end of January 3, 2019.

The exchange agent has advised Pareteum that, as of 5 p.m., New York City time, on January 3, 2019, 5,070,014 shares, representing approximately 60% of the outstanding shares of iPass, have been validly tendered pursuant to the Offer and not properly withdrawn.

The full text of the press release issued by Pareteum announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(E) and is incorporated by reference herein.”

- (b) Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Exchange, the Offer to Exchange and the other exhibits to the Schedule TO are hereby amended and supplemented as follows:

All references to “12:00 midnight, New York City time, at the end of January 3, 2019” in the Prospectus/Offer to Exchange (Exhibit (a)(4) to the Schedule TO), Form of Letter of Transmittal (Exhibit (a)(1)(A) to the Schedule TO), Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(B) to the Schedule TO), and Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(C) to the Schedule TO) are hereby amended and replaced with “5:00 p.m., New York City time, on January 17, 2019”. Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in any of the foregoing exhibits, are hereby amended and supplemented to reflect the same.

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**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(E) Press Release, dated January 4, 2019.

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**SIGNATURES**

After due inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2019

**PARETEUM CORPORATION**

By: /s/ Robert H. Turner  
Name: Robert H. Turner  
Title: Executive Chairman

**TBR, INC.**

By: /s/ Robert H. Turner  
Name: Robert H. Turner  
Title: Executive Chairman, President and Chief Executive Officer

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Form of Letter of Transmittal (incorporated by reference to Exhibit 99.2 to Pareteum Corporation's Registration Statement on Form S-4 filed on December 4, 2018)
(a)(1)(B)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.3 to Pareteum Corporation's Registration Statement on Form S-4 filed on December 4, 2018)
(a)(1)(C)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.4 to Pareteum Corporation's Registration Statement on Form S-4 filed on December 4, 2018)
(a)(4)	Prospectus/Offer to Exchange (incorporated by reference to Amendment No. 1 to Pareteum Corporation's Registration Statement on Form S-4 filed on December 21, 2018)
(a)(5)(A)	Press Release issued by Pareteum Corporation and iPass, dated November 12, 2018, announcing Pareteum's proposal to acquire all of the outstanding shares of iPass common stock (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Pareteum Corporation on November 13, 2018)
(a)(5)(B)	Investor Presentation, dated November 13, 2018, distributed in connection with Pareteum Corporation's analyst and investor conference call (incorporated by reference to Pareteum Corporation's filing pursuant to Rule 425 on November 13, 2018)
(a)(5)(C)	Investor Presentation, dated December 10, 2018 (incorporated by reference to Pareteum Corporation's filing pursuant to Rule 425 on December 10, 2018)
(a)(5)(D)	Investor Presentation, dated December 20, 2018 (incorporated by reference to Pareteum Corporation's filing pursuant to Rule 425 on December 21, 2018)
(a)(5)(E)	Press Release issued by Pareteum Corporation, dated January 4, 2019, announcing extension of offer
(d)(1)	Agreement and Plan of Merger, dated as of November 12, 2018, by and among Pareteum Corporation., iPass, Inc. and TBR, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Pareteum Corporation on November 13, 2018)
(d)(2)	Non-Disclosure Agreement, dated December 18, 2017, by and between Pareteum Corporation and iPass, Inc. (incorporated by reference to Exhibit (d)(2) to Pareteum Corporation's Tender Offer Statement on Schedule TO filed on December 4, 2018)
(d)(3)	Form of Strategic Alliance Agreement dated April 23, 2018, by and between Pareteum Corporation and iPass Inc. (incorporated by reference to Exhibit (d)(3) to Pareteum Corporation's Tender Offer Statement on Schedule TO filed on December 4, 2018)
(d)(4)*	Channel Partner Reseller Agreement, effective as of April 25, 2018, by and between Pareteum Corporation and iPass Inc. (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K, filed by iPass Inc. with the SEC on December 3, 2018)
(d)(5)	Software License Agreement, dated May 8, 2018, by and between Pareteum Corporation and iPass Inc. (incorporated by reference to the Quarterly Report on Form 10-Q filed by Pareteum Corporation on May 11, 2018)
(h)(1)	Opinion of Sichenzia Ross Ference LLP, dated December 3, 2018, (incorporated by reference to Exhibit 5.2 of Pareteum Corporation's Registration Statement on Form S-4 filed on December 4, 2018).

\* Confidential treatment has been requested for a portion of this exhibit.

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***PARETEUM EXTENDS TENDER OFFER FOR ALL OUTSTANDING SHARES OF IPASS***

**NEW YORK — Jan. 4, 2019 — Pareteum Corporation (Nasdaq: TEUM)**, a cloud software platform company, announced today that it has extended the offering period of its previously announced tender offer to purchase all outstanding shares of **iPass Inc. (Nasdaq: IPAS)**, a provider of global mobile connectivity, and location and performance data, due to unexpected government closure causing delays with our registration statement and completing closing conditions required by our definitive agreement. The tender offer is being made pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of November 12, 2018, by and among Pareteum Corporation (“Pareteum”), iPass Inc. (“iPass”) and TBR, Inc., a wholly-owned subsidiary of Pareteum (“TBR”). The tender offer is now scheduled to expire at 5:00 pm, New York City time, on January 17, 2019, unless the tender offer is extended or earlier terminated, in either case pursuant to the terms of the Merger Agreement.

Continental Stock Transfer & Trust, the depository for the tender offer, has advised Pareteum and iPass that as of 5:00 p.m., New York City time, on January 3, 2019, 5,070,014 shares representing approximately 60% percent of the outstanding iPass shares have been validly tendered pursuant to the tender offer and not properly withdrawn. iPass shareholders who have already tendered their shares of iPass do not have to re-tender their shares or take any other action as a result of the extension of the expiration date of the tender offer.

Completion of the tender offer remains subject to additional conditions described in the tender offer statement on Schedule TO filed by TBR and Pareteum with the U.S. Securities and Exchange Commission (the “SEC”) on December 4, 2018 (as amended and supplemented, the “Schedule TO”). Such conditions include the consent of certain third parties, including iPass’s secured lender Fortress Credit Corp., and at least a majority of iPass’s outstanding shares being validly tendered and not withdrawn prior to the expiration of the tender offer (including any extensions). The tender offer will continue to be extended until all conditions are satisfied or waived, or until the tender offer is terminated, in either case pursuant to the terms of the Merger Agreement and as described in the Schedule TO, as amended.

Morrow Sodali is acting as information agent for the tender offer. Requests for documents and questions regarding the tender offer may be directed to Morrow Sodali toll free at (800) 662-5200.

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**About Pareteum:**

Pareteum Corporation (Nasdaq: TEUM) is a rapidly growing Global Software Defined Cloud company with a mission to connect “every person and everything.” Organizations use Pareteum to energize their growth and profitability through our Global Software Defined Cloud and complete turnkey solutions featuring relevant content, applications, and connectivity worldwide. Our cloud platform services partners (technologies integrated into our cloud) include: HPE, IBM, Ribbon Communications (Sonus+GenBand), NetNumber, Oracle, Microsoft, and other world class technology providers. All of the relevant customer-acquired value is derived from Pareteum’s leading Global Software Defined Cloud, delivering award-winning mobile enablement, regardless of the user’s location or network. By harnessing the value of communications, Pareteum serves retail, enterprise and IoT customers. Pareteum currently has offices in New York, São Paulo, Madrid, Barcelona, Bahrain, Singapore, Indonesia, Germany, Belgium, United Kingdom and the Netherlands. For more information please visit: [www.pareteum.com](http://www.pareteum.com).

**Cautionary Note Concerning Forward-Looking Statements**

Certain statements made herein, including, for example, information regarding the proposed transaction between Pareteum and iPass, the expected timetable for completing the transaction and the potential benefits of the transaction, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, our actual results may differ materially from our expectations or projections.

The following factors, among others, could cause actual results to differ materially from those described in these forward-looking statements: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the outcome of any legal proceedings that have been or could be instituted against iPass or its directors or Pareteum related to the merger agreement; the possibility that various conditions to the consummation of the Pareteum exchange offer and merger may not be satisfied or waived, including obtaining the consent of iPass’s secured lender Fortress Credit Corp.; uncertainty as to how many shares of iPass common stock will be tendered into the Pareteum exchange offer; the risk that the Pareteum exchange offer and merger will not close within the anticipated time periods; risks related to the ultimate outcome and results of integrating the operations of Pareteum and iPass, the ultimate outcome of Pareteum’s operating strategy applied to iPass and the ultimate ability to realize synergies; the effects of the business combination on Pareteum and iPass, including on the combined company’s future financial condition, operating results, strategy and plans; risks that the proposed transaction disrupts current plans and operations, and potential difficulties in employee retention as a result of the merger; risks related to Pareteum’s ability to successfully implement its acquisition strategy or integrate other acquired companies; uncertainty as to the future profitability of businesses acquired by Pareteum, and delays in the realization of, or the failure to realize, any accretion from acquisition transactions by Pareteum; the effects of local and national economic, credit and capital market conditions on the economy in general, and other risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in other reports and other public filings with the SEC, including, but not limited to, those detailed in iPass’s Annual Report on Form 10-K for the year ended December 31, 2017 and iPass’s most recent quarterly report filed with the SEC, and Pareteum’s Annual Report on Form 10-K for the year ended December 31, 2017 and Pareteum’s most recent quarterly report filed with the SEC. The forward-looking statements contained herein are made only as of the date hereof, and the company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

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**Additional Information and Where to Find It**

This document relates to a pending business combination transaction between Pareteum and iPass. The exchange offer referenced in this document has not yet been consummated. This document does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Pareteum has filed a registration statement on Form S-4 related to the transaction with the SEC on December 4, 2018, as amended on December 21, 2018 and may file additional amendments thereto. Pareteum and TBR filed the Schedule TO (including a prospectus/offer to exchange, a related letter of transmittal and other exchange offer documents) on December 4, 2018, as amended on December 10, 2018 and December 21, 2018, and may file additional amendments thereto. iPass has filed a recommendation statement on Schedule 14D-9 with the SEC on December 4, 2018, as amended on December 13, 2018 and December 14, 2018, and may file additional amendments thereto. iPass and Pareteum have filed and may also file other documents with the SEC regarding the transaction. This document is not a substitute for any registration statement, Schedule TO, Schedule 14D-9 or any other document which iPass or Pareteum may file with the SEC in connection with the transaction. Investors and security holders are urged to read the registration statement, the Schedule TO (including the prospectus/offer to exchange, related letter of transmittal and other exchange offer documents), the recommendation statement on Schedule 14D-9 and the other relevant materials with respect to the transaction carefully and in their entirety when they become available before making any investment decision with respect to the transaction, because they will contain important information about the transaction.

Such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC's Web site: [www.sec.gov](http://www.sec.gov).

**Pareteum Investor Relations Contacts:**

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