
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 21, 2018**

iPass Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50327
(Commission File Number)

93-1214598
(IRS Employer Identification No.)

3800 Bridge Parkway, Redwood Shores, California
(Address of principal executive offices)

94065
(Zip Code)

Registrant's telephone number, including area code: **(650) 232-4100**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03. Material Modification to Rights of Security Holders.

The information provided in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

On August 21, 2018, iPass Inc. filed a Certificate of Amendment of Amended and Restated Certificate of Incorporation of iPass Inc. (the "Amendment") to effect a one-for-ten reverse stock split of its outstanding common stock, effective as of August 23, 2018. A series of alternate amendments to effect a reverse stock split were approved by iPass' stockholders at its Annual Meeting of Stockholders held on June 13, 2018, and the specific one-for-ten ratio was subsequently approved by iPass' Board of Directors on August 16, 2018.

The Amendment provides that at the effective time of the reverse stock split, every ten shares of iPass' issued and outstanding common stock will be automatically converted into one issued and outstanding share of common stock, without any change in par value per share. The reverse stock split will affect all shares of iPass' common stock outstanding immediately prior to the effective time of the reverse stock split, as well as the number of shares of common stock available for issuance under iPass' equity incentive plans. In addition, the reverse stock split will effect a reduction in the number of shares of common stock authorized for issuance, and a reduction in the number of shares of common stock issuable upon the exercise of stock options or warrants outstanding immediately prior to the effectiveness of the reverse stock split. No fractional shares will be issued as a result of the reverse stock split. Stockholders who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof.

iPass's common stock will begin trading on The Nasdaq Capital Market on a split-adjusted basis when the market opens on August 23, 2018. The new CUSIP number for iPass' common stock following the reverse stock split is 46261V306.

The foregoing description is qualified in its entirety by the Amendment, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On August 21, 2018, iPass issued a press release announcing the reverse stock split. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for any other purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed to be incorporated by reference into the filings of iPass under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of iPass, Inc. Company press release dated August 21, 2018.
99.1	

SIGNATURES

Pursuant to the requirement of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 21, 2018

iPass Inc.

By: /s/ Darin Vickery
Darin Vickery
Chief Financial Officer

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
iPass Inc.**

iPass Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that:

First: The name of the Corporation is **iPass Inc.** The Corporation was originally incorporated under the name iPass Merger Corporation.

Second: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is February 3, 2000.

Third: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Amended and Restated Certificate of Incorporation amends the Corporation's Amended and Restated Certificate of Incorporation as follows:

Effective at 12:01 a.m. Eastern Daylight Time on August 23, 2018, Paragraph A of Article IV is amended to read in its entirety as follows:

"A. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Fifty Million (50,000,000) shares. Twenty-Five Million (25,000,000) shares shall be Common Stock, each having a par value of one tenth of one cent (\$.001). Twenty Five Million (25,000,000) shares shall be Preferred Stock, each having a par value of one tenth of one cent (\$.001).

"Effective at 12:01 a.m. Eastern Daylight Time on August 23, 2018, every ten (10) shares of Common Stock issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one share of Common Stock without increasing or decreasing the par value of each share of Common Stock (the "**Reverse Split**"); *provided, however,* that the Company shall issue no fractional shares of Common Stock as a result of the Reverse Split, but shall instead pay to any stockholder who would be entitled to receive a fractional share as a result of the actions set forth herein a sum in cash equal to the fair market value of the shares constituting such fractional share as determined by the Board of Directors of the Company. The Reverse Split shall occur whether or not the certificates representing such shares of Common Stock are surrendered to the Company or its transfer agent."

Fourth: Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted at an Annual Meeting of Stockholders held on June 13, 2018, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

In Witness Whereof, iPass Inc. has caused this Certificate of Amendment to be signed by its Chief Financial Officer this 21st day of August, 2018.

iPass Inc.

By: _____

Darin Vickery

Chief Financial Officer



iPass Announces 1-for-10 Reverse Stock Split

REDWOOD SHORES, Calif., August 21, 2018 (GLOBE NEWSWIRE) -- iPass Inc. (NASDAQ:IPAS), a leading provider of global mobile connectivity, today announced that its Board of Directors has approved a 1-for-10 reverse stock split of its issued and outstanding shares of common stock as the next ongoing step in remediating the delisting notice it received on September 15, 2017 from Nasdaq.

The 1-for-10 reverse stock split will be effective upon the filing and effectiveness of a Certificate of Amendment to the Company's Restated Certification of Incorporation after the market closes on August 22, 2018. iPass' common stock will begin trading on a split adjusted basis when the market opens on August 23, 2018. The reverse split will also reduce the authorized number of shares of the Company's common stock in the same ratio of 1-for-10.

At iPass' 2018 Annual Meeting of Stockholders held on June 13, 2018, stockholders granted authority to the iPass Board of Directors, at its discretion, to determine whether to effectuate a reverse stock split at a ratio of between 1-for-5 to 1-for-10.

iPass' shares of common stock will continue to trade on the Nasdaq Capital Market under the symbol IPAS. The new CUSIP number, post reverse split, is 46261V306.

Upon the effectiveness of the reverse stock split, every 10 shares of iPass' issued and outstanding common stock will automatically be converted into one share of common stock. No fractional shares will be issued if, as a result of the reverse stock split, a stockholder would otherwise become entitled to a fractional share. Instead, each stockholder will be entitled to receive a cash payment equal to the fair value of the fractional share to which such holder would otherwise be entitled. The fair value will be based upon the closing price of the Company's common stock on the Nasdaq Capital Market on August 23, 2018. Computershare Trust Company N.A., iPass' transfer agent, will act as the exchange agent for the reverse stock split.

About iPass Inc.

iPass (NASDAQ: IPAS) is a leading provider of global mobile connectivity, offering simple, secure, always-on Wi-Fi access on any mobile device. Built on a software-as-a-service (SaaS) platform, the iPass cloud-based service keeps its customers connected by providing unlimited Wi-Fi connectivity on unlimited devices. iPass is the world's largest Wi-Fi network, with more than 64 million hotspots globally, at airports, hotels, train stations, convention centers, outdoor venues, inflight, and more. Using patented technology, the iPass SmartConnect™ platform takes the guesswork out of Wi-Fi, automatically connecting customers to the best hotspot for their needs. Customers simply download the iPass app to experience unlimited, everywhere, and invisible Wi-Fi.

iPass® is a registered trademark of iPass Inc. Wi-Fi® is a registered trademark of the Wi-Fi Alliance. All other trademarks are owned by their respective owners.

IR Contact: Please call us at 650-232-4205 or email us at investorrelations@ipass.com.