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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K/A**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **July 25, 2018**

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**iPass Inc.**

(Exact name of Registrant as specified in its charter)

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**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.

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## Explanatory Note

On July 26, 2018, iPass Inc. filed a Current Report on Form 8-K (the “Original Report”) with the Securities and Exchange Commission to report the appointment of Neal Goldman to the iPass Board of Directors. In the Original Report iPass stated that it had not yet been determined to which committees of the Board of Directors Mr. Goldman will be appointed. This determination was made, and this Form 8-K/A is being filed to amend and restate Item 5.02 to reflect such appointment. No other changes have been made to the Original Report.

### **Item 5.02(d) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 25, 2018, the Board of Directors of iPass Inc. elected Neal Goldman as a director of iPass Inc. Mr. Goldman will be entitled to compensation under iPass’ standard compensation arrangements for non-employee directors, which is attached to the Original Report as Exhibit 10.1. Mr. Goldman has been appointed to the iPass Inc. Nominating and Corporate Governance Committee, as well as the Strategy Committee.

Mr. Goldman will also enter into iPass’ standard form of indemnification agreement between iPass and its directors and executive officers.

### **Item 9.01 — Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release dated August 2, 2018, announcing appointment of Neal Goldman to the Board of Directors and the formation of the Strategy Committee</a>

## 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 3, 2018

**iPass Inc.**

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

## **iPass Appoints Neal Goldman to the Board of Directors, Forms Strategy Committee**

REDWOOD SHORES, Calif., August 2, 2018 (GLOBE NEWSWIRE) -- iPass Inc. (NASDAQ:IPAS), a leading provider of global mobile connectivity, has added Neal Goldman to the board of directors. In addition, the company announced that it has formed a strategy committee, with the objective of exploring new strategic partnerships, acquisitions, mergers, licenses, joint ventures, and other similar strategic opportunities that the committee feels would benefit iPass shareholders. Mr. Goldman will join the strategy committee, which will be chaired by Michael Tedesco, chairman of the board, and include Gary Griffiths, president and CEO.

A Wall Street veteran, Mr. Goldman is president of Goldman Capital Management, Inc., an investment advisory company that he founded in 1985. Additionally, Mr. Goldman is a member of the CFA Institute and serves as a member of the board of directors for ImageWare Systems, Inc. (NASDAQ: IWSY), a leader in multi-modal biometric security solutions, and is chairman of Charles and Colvard, LTD., a company that manufactures, markets, and distributes Moissante jewelry for sale in the worldwide jewelry market. He was also a director for Blyth, Inc., a New York Stock Exchange-listed designer and marketer of home decorative and fragrance products, before it was acquired.

“Neal, with the wealth of investment and financial experience he brings, is a welcome addition to the board,” said Michael Tedesco, chairman of the board. “We look forward to his guidance and counsel as we set our strategy moving ahead.”

“iPass is an exciting company with both opportunities and challenges,” said Mr. Goldman. “I look forward to working more closely with management and the directors.”

### About iPass

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 around the globe, 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 SmartConnect 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

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