
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): **July 25, 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 5.02 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 hereto as Exhibit 10.1. It has not yet been determined to which committees of the Board of Directors Mr. Goldman will be appointed.

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>
<u>10.1</u>	<u>Non-Employee Director Compensation.</u>

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: July 26, 2018

iPass Inc.

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

Non-Employee Director Compensation

Effective July 1, 2018, the cash compensation payable to non-employee directors of the Board is as follows, paid quarterly in advance:

Retainer	Amount
Annual	\$30,000
Chairman of the Board	\$20,000
Committee Service	\$5,000
Audit Committee Chair	\$15,000
Compensation Committee Chair	\$8,000
Corporate Governance Committee Chair	\$6,000

The equity compensation payable to non-employee directors of the Board is pursuant to the iPass Inc. Amended and Restated 2003 Non-Employee Directors Plan, in which each non-employee director when first elected to the Board will receive, as an initial grant, a restricted stock award (“**RSA**”) with a value of \$74,380, and at each annual meeting each non-employee director will receive, as an annual grant, an RSA with a value of \$47,642.