

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

PHUNWARE, INC.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

Y8172W123
(CUSIP Number)

December 26, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages
Page 1 of 8 Pages

1	NAMES OF REPORTING PERSONS Khazanah Nasional Berhad	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Malaysia	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,205,886
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,205,886
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,205,886	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.29% (1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Based on approximately 30,249,998 Shares (as defined herein) outstanding as of December 26, 2018, according to information provided by Issuer counsel.

1	NAMES OF REPORTING PERSONS Mount Raya Investments Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Malaysia	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,205,886
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,205,886
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,205,886	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.29% (1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Based on approximately 30,249,998 Shares (as defined herein) outstanding as of December 26, 2018, according to information provided by Issuer counsel.

- Item 1(a). Name of Issuer:**
Phunware, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:**
7800 Shoal Creek Boulevard, Suite 230-S
Austin, TX 78757
- Item 2(a). Name of Person Filing**
(1) Khazanah Nasional Berhad ("Khazanah")
(2) Mount Raya Investments Limited ("Mount Raya")
- Item 2(b). Address of Principal Business Office or, if None, Residence:**
(1) Khazanah Nasional Berhad
Level 33, Tower 2
Petronas Twin Towers
Kuala Lumpur City Centre
50088 Kuala Lumpur
Malaysia
(2) Mount Raya Investments Limited
Brumby Centre, Lot 42
Jalan Muhibbah
87000 Labuan F.T.
Malaysia
- Item 2(c). Citizenship:**
(1) Malaysia
(2) Malaysia
- Item 2(d). Title of Class of Securities:**
Common Stock, par value \$0.0001 per share (the "Shares")
- Item 2(e). CUSIP Number:**
Y8172W123
- Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a**
Not applicable
- Item 4. Ownership:**

The aggregate number of securities and percentage of the class of securities of the Issuer beneficially owned by the Reporting Person named in Item 2(a), as well as the number of securities as to which such person is deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, shared power to dispose or direct the disposition, is set forth in the following table:

Reporting Person	No. of Securities Beneficially Owned	Percent of Class (3)	Voting Power		Dispositive Power	
			Sole (1), (2)	Shared (1), (2)	Sole (1), (2)	Shared (1), (2)
Khazanah Nasional Berhad	2,205,886	7.29%	0	2,205,886	0	2,205,886
Mount Raya Investments Limited	2,205,886	7.29%	0	2,205,886	0	2,205,886

- (1) Khazanah is an investment fund incorporated in Malaysia and has indirect voting power and indirect dispositive power with respect to the 2,205,886 Shares that are directly held by Mount Raya. Mount Raya is a wholly owned subsidiary of Khazanah.
- (2) Khazanah and Mount Raya disclaim membership in a group
- (3) Based on approximately 30,249,998 Shares outstanding as of December 26, 2018, according to information provided by Issuer counsel.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Mount Raya is a wholly owned subsidiary of Khazanah.

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

KHAZANAH NASIONAL BERHAD

By: /s/ Adi Saufi Mohamad Daud
Name: Adi Saufi Mohamad Daud
Title: Vice President

MOUNT RAYA INVESTMENTS LIMITED

By: /s/ Adi Saufi Mohamad Daud
Name: Adi Saufi Mohamad Daud
Title: Director

January 3, 2019

EXHIBIT INDEX

<u>Ex.</u>		<u>Page No.</u>
A	Joint Filing Agreement	8

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Phunware, Inc. dated as of January 3, 2019 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

KHAZANAH NASIONAL BERHADBy: /s/ Adi Saufi Mohamad Daud

Name: Adi Saufi Mohamad Daud

Title: Vice President

MOUNT RAYA INVESTMENTS LIMITEDBy: /s/ Adi Saufi Mohamad Daud

Name: Adi Saufi Mohamad Daud

Title: Director

January 3, 2019
