SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Botkin John Brendhan

(Last) (First) (Middle)
502 14TH AVE. N

(Street)
JACKSONVILLE BEACH FL 32250

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/07/2025

3. Issuer Name **and** Ticker or Trading Symbol
Phunware, Inc. [PHUN]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Vice President, Accounting

5. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,853[(1)]	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. The Reporting Person was granted (i) 4,000 restricted stock units (RSUs) on May 25, 2023, vesting annually over three years (the "May 2023 Grant"), of which two-thirds of the RSUs have vested and (ii) 5,000 RSUs on August 31, 2023, vesting annually over three years (the "August 2023 Grant"), of which two-thirds of the RSUs have vested. The number of shares reported in Table I, Box 2 above of Phunware, Inc. (the "Company") common stock, par value $0.0001 ("Common Stock"), is comprised of (a) 9,854 shares of Common Stock, which includes vested RSUs under the May 2023 Grant and the August 2023 Grant, less shares of Common Stock sold for taxes, (b) the remaining 1,333 RSUs to vest on June 1, 2026 pursuant to the May 2023 Grant, subject to the Reporting Person's continued service with the Company, and (c) the remaining 1,666 RSUs to vest on August 3, 2026 pursuant to the August 2023 Grant, subject to the Reporting Person's continued service with the Company.

/s/ J. Brendhan Botkin	11/07/2025
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.