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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
<u>Kroshka Dmitry</u>			<u>Phunware, Inc. [PHUN]</u>		(Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Director 10% Owner	
1002 WEST AVENUE			06/25/2026		X Officer (give title below) Other (specify below)	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		Chief Executive Officer	
AUSTIN	TX	78701			X Form filed by One Reporting Person	
(City)	(State)	(Zip)			Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/25/2026		A ⁽¹⁾		105,820	A	\$0.00	105,820	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$5	06/25/2026		A		105,820		(2)	06/25/2036	Common Stock	105,820	\$0.00	105,820	D	
Performance-based Restricted Stock Units	\$0.00	06/25/2026		A		317,460		(3)	05/13/2027	Common Stock	317,460	\$0.00	423,280	D	

Explanation of Responses:

- On June 25, 2026, the Reporting Person was granted the number of restricted stock units ("RSUs") in Table I, Box 4 above, each of which represents a contingent right to receive one share of Phunware, Inc. common stock. The RSUs are subject to a three-year vesting schedule commencing on May 13, 2026, with one-third of the RSUs vesting on the first anniversary of the commencement date, and the remaining amount vesting in quarterly installments thereafter, subject to the Reporting Person continuing to provide service through such date.
- The stock option is subject to a four-year vesting schedule commencing on May 13, 2026, with one-quarter of the shares vesting on the first anniversary of the commencement date, and the remaining amount vesting in equal quarterly installments thereafter, subject to the Reporting Person continuing to provide service through such date.
- The performance-based restricted stock units ("PSUs") are subject to vesting upon the Issuer's achievement of a volume weighted average price at or above \$5.00 per share for 20 days and revenue of at least \$4.5 million for a trailing 12 month period (excluding professional services revenue), which may be pro-rated in the event that the Issuer terminates the Reporting Person without cause within a year. The PSUs are subject to the Reporting Person's continued employment.

/s/ J. Brendan Botkin, Attorney-in-Fact 06/26/2026

** 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 4 (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.