

FORM 4

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

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| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

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|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person* KNITOWSKI ALAN S | | 2. Issuer Name and Ticker or Trading Symbol Phunware, Inc. [PHUN] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer | |
| (Last) (First) (Middle) C/O PHUNWARE, INC., 7800 SHOAL CREEK BLVD, SUITE 230-S | | 3. Date of Earliest Transaction (Month/Day/Year) 02/19/2019 | | | |
| (Street) AUSTIN, TX 78757 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/19/2019 | | X | | 195,980 | A | \$ 11.5 | 550,743 | I (5) | See footnote (1) |
| Common Stock | 02/19/2019 | | X | | 2,712 | A | \$ 9.22 | 553,455 | I (6) | See footnote (1) |
| Common Stock | 02/19/2019 | | X | | 6,097 | A | \$ 11.5 | 559,552 | I (7) | See footnote (2) |
| Common Stock | 02/19/2019 | | X | | 10,850 | A | \$ 9.22 | 570,402 | I (8) | See footnote (2) |
| Common Stock | 02/19/2019 | | X | | 1,523 | A | \$ 11.5 | 571,925 | I (9) | See footnote (3) |
| Common Stock | 02/19/2019 | | X | | 2,712 | A | \$ 9.22 | 574,637 | I (10) | See footnote (3) |
| Common Stock | 02/19/2019 | | X | | 1,523 | A | \$ 11.5 | 576,160 | I (11) | See footnote (4) |

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

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Warrant (right to buy) | \$ 11.5 | 02/19/2019 | | X | | 208,892 | 12/26/2018 | 12/26/2023 | Common Stock | 208,892 | \$ 0 | 0 | I (5) | See footnote (1) |
| Warrant (right to buy) | \$ 9.22 | 02/19/2019 | | X | | 2,712 | 01/25/2018 | 01/25/2023 | Common Stock | 2,712 | \$ 9.22 | 0 | I (6) | See footnote (1) |

| | | | | | | | | | | | | | | |
|------------------------|---------|------------|--|---|--|--------|------------|------------|--------------|--------|---------|---|------------------------|----------------------------------|
| Warrant (right to buy) | \$ 11.5 | 02/19/2019 | | X | | 6,499 | 12/26/2018 | 12/26/2023 | Common Stock | 6,097 | \$ 0 | 0 | I (7) | See footnote (2) |
| Warrant (right to buy) | \$ 9.22 | 02/19/2019 | | X | | 10,850 | 01/25/2018 | 01/25/2023 | Common Stock | 10,850 | \$ 9.22 | 0 | I (8) | See footnote (2) |
| Warrant (right to buy) | \$ 11.5 | 02/19/2019 | | X | | 1,624 | 12/26/2018 | 12/26/2023 | Common Stock | 1,523 | \$ 0 | 0 | I (9) | See footnote (3) |
| Warrant (right to buy) | \$ 9.22 | 02/19/2019 | | X | | 2,712 | 01/25/2018 | 01/25/2023 | Common Stock | 2,712 | \$ 9.22 | 0 | I (10) | See footnote (3) |
| Warrant (right to buy) | \$ 11.5 | 02/19/2019 | | X | | 1,624 | 12/26/2018 | 12/26/2023 | Common Stock | 1,523 | \$ 11.5 | 0 | I (11) | See footnote (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KNITOWSKI ALAN S C/O PHUNWARE, INC. 7800 SHOAL CREEK BLVD, SUITE 230-S AUSTIN, TX 78757 | X | | Chief Executive Officer | |

Signatures

| | | |
|--|--|---------------------|
| /s/ Matt Aune, Attorney-in-Fact | | 03/25/2019 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |

Explanation of Responses:

- * 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).
- (1) The shares are held of record by Cane Capital, LLC for which the reporting person serves as president.
 - (2) The shares are held of record by Curo Capital Appreciation Fund I, LLC (Fund 2) for which the reporting person serves as president.
 - (3) The shares are held of record by Curo Capital Appreciation Fund I, LLC (Fund 1) for which the reporting person serves as president.
 - (4) The shares are held of record by Curo Capital Appreciation Fund I, LLC (#1) for which the reporting person serves as president.
 - (5) On February 19, 2019, the reporting person exercised a warrant to purchase 208,892 shares of Phunware, Inc. common stock for \$11.50 a share. The reporting person paid the exercise price on a cashless basis, resulting in Phunware, Inc.'s withholding of 12,912 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 195,980 shares
 - (6) On February 19, 2019, the reporting person exercised a warrant to purchase 2,712 shares of Phunware, Inc. common stock for \$9.22 a share. The reporting person paid the exercise price in cash.
 - (7) On February 19, 2019, the reporting person exercised a warrant to purchase 6,499 shares of Phunware, Inc. common stock for \$11.50 a share. The reporting person paid the exercise price on a cashless basis, resulting in Phunware, Inc.'s withholding of 402 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 6,097 shares
 - (8) On February 19, 2019, the reporting person exercised a warrant to purchase 10,850 shares of Phunware, Inc. common stock for \$9.22 a share. The reporting person paid the exercise price in cash.
 - (9) On February 19, 2019, the reporting person exercised a warrant to purchase 1,624 shares of Phunware, Inc. common stock for \$11.50 a share. The reporting person paid the exercise price on a cashless basis, resulting in Phunware, Inc.'s withholding of 101 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 1,523 shares
 - (10) On February 19, 2019, the reporting person exercised a warrant to purchase 2,712 shares of Phunware, Inc. common stock for \$9.22 a share. The reporting person paid the exercise price in cash.
 - (11) On February 19, 2019, the reporting person exercised a warrant to purchase 1,624 shares of Phunware, Inc. common stock for \$11.50 a share. The reporting person paid the exercise price on a cashless basis, resulting in Phunware, Inc.'s withholding of 101 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 1,523 shares

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

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