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

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

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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

(Print or Type Respons	es)											
1. Name and Address of Reporting Person [*] KNITOWSKI ALAN S			2. Issuer Name an Phunware, Inc. [Tradi	ng Symbo	ol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_ Director 10% Owner				
(Last) (First) (Middle) C/O PHUNWARE, INC., 7800 SHOAL CREEK BLVD, SUITE 230-S (Street) AUSTIN, TX 78757		3. Date of Earliest T 05/08/2019	ransaction ((Mon	th/Day/Ye	ear)	X_Officer (give title below) Other (specify below) Chief Executive Officer					
			4. If Amendment, Date 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			
(City)	(State)	(Zip)	[Fable I - No	on-De	erivative S	Securitie	es Acqu	ired, Disposed of, or Beneficially Ow	ned		
1. Title of Security 2. Transaction (Instr. 3) Date (Month/Day/Yea)			2A. Deemed Execution Date, if any (Month/Day/Year)	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)	7. Nature of Indirect Beneficial Ownership	
				Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock		05/24/2019		J		2,636	D	\$ 9.22	573,524	I (0)	See footnote (1)	
Common Stock		05/24/2019		J		1,523	D	\$ 11.5	571,001	I (0)	See footnote (1)	
Common Stock		05/24/2019		J		5,348	D	\$ 9.22	566,653	I (<u>7</u>)	See footnote (2)	
Common Stock		05/24/2019		J		1,523	D	\$ 11.5	565,130	I (7)	See footnote (2)	
Common Stock		05/24/2019		J		21,395	D	\$ 9.22	543,735	I <u>(8)</u>	See footnote (3)	
Common Stock		05/24/2019		J		6,097	D	\$ 11.5	537,638	I <u>(8)</u>	See footnote (3)	
Common Stock		05/24/2019		J		1,688	А	\$ 9.22	539,326	I (<u>ð)</u>	See footnote (4)	
Common Stock		05/24/2019		J		541	А	\$ 11.5	539,867	I (<u>())</u>	See footnote (4)	
Common Stock		05/24/2019		J		1,427	А	\$ 9.22	541,294	I <u>(10)</u>	See footnote (5)	
Common Stock		05/24/2019		J		545	А	\$ 11.5	541,839	I <u>(10)</u>	See footnote (5)	

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

Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (a a pute calls warrants options convertible securities)

	(e.g., puts, cans, warrants, options, convertible securities)										
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	of Derivative	and Expiration Date	of Underlying	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Securities	(Month/Day/Year)	Securities	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		(Instr. 3 and 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				or Disposed				Owned	Security:	(Instr. 4)
	Security				of (D)				Following	Direct (D)	
					(Instr. 3, 4,				Reported	or Indirect	
					and 5)				Transaction(s)	(I)	
									(Instr. 4)	(Instr. 4)	

			Code	v	(A)	Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	<u>(11)</u>	05/08/2019	А		74,500	<u>(12)</u>	<u>(12)</u>	Common Stock	74,500	\$ O	74,500	D	

Reporting Owners

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

Signatures

/s/ Matt Aune, Attorney-in-Fact	05/24/2019
**Signature of Reporting Person	Date

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 Curo Capital Appreciation Fund I, LLC (#1) for which the Reporting Person serves as president.
- (2) The shares are held of record by Curo Capital Appreciation Fund I, LLC (Fund 1) for which the Reporting Person serves as president.
- (3) The shares are held of record by Curo Capital Appreciation Fund I, LLC (Fund 2) for which the Reporting Person serves as president.
- (4) The shares are held of record by Cane Capital, LLC for which the Reporting Person serves as president.
- (5) The shares are held of record by Knitowski Children's Trust for which the Reporting Person serves as president.
- (6) Curo Capital Appreciation Fund I, LLC (#1) for which the Reporting Person serves as president, effected a transfer of shares to various individuals, including the Reporting Person.
- (7) Curo Capital Appreciation Fund I, LLC (Fund 1) for which the Reporting Person serves as president, effected a transfer of shares to various individuals, including the Reporting Person.
- (8) Curo Capital Appreciation Fund I, LLC (Fund 2) for which the Reporting Person serves as president, effected a transfer of shares to various individuals, including the Reporting Person.
- (9) An aggregate of 2,229 shares of Common Stock were transferred from Curo Capital Appreciation Fund I, LLC (#1), Curo Capital Appreciation Fund I, LLC (Fund 1) and Curo Capital Appreciation Fund I, LLC (Fund 2) to Cane Capital, LLC, for which the Reporting Person serves as president.
- (10) An aggregate of 1,972 shares of Common Stock were transferred from Curo Capital Appreciation Fund I, LLC (#1) and Curo Capital Appreciation Fund I, LLC (Fund 1) to Knitowski Childrens Trust, for which the Reporting Person serves as president.
- (11) Each restricted stock unit represents a contingent right to receive one share of Phunware, Inc. common stock.
- (12) The restricted stock units will vest in a series of six equal installments beginning on May 18, 2020, so that the restricted stock units will become fully vested on November 18, 2021. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

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

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