

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): December 5, 2019

PHUNWARE, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-37862 (Commission File Number)	26-4413774 (IRS Employer Identification No.)
7800 Shoal Creek Blvd, Suite 230-S, Austin, Texas (Address of principal executive offices)		78757 (Zip Code)

(512) 693-4199
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	PHUN	The NASDAQ Capital Market
Warrants to purchase one share of Common Stock	PHUNW	The NASDAQ Capital Market

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information provided in Item 5.07 below is hereby incorporated by reference into this Item 5.02.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On December 5, 2019, Phunware, Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders (the “2019 Annual Meeting”). The following matters were submitted to a vote of the Company’s stockholders at the 2019 Annual Meeting: (i) the election of two Class I directors to serve until the Company’s 2022 Annual Meeting of Stockholders or until their successors are duly elected and qualified; and (ii) the ratification of the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019. The proposals are described in detail in the Company’s definitive proxy statement for the 2019 Annual Meeting, filed with the Securities and Exchange Commission on October 18, 2019 (the “Definitive Proxy Statement”). Each of the matters submitted to a vote of the Company’s stockholders at the 2019 Annual Meeting was approved by the requisite vote of the Company’s stockholders. Set forth below is the number of votes cast for, against, or withheld, as well as the number of abstentions and broker non-votes as to each such matter, including a separate tabulation with respect to each nominee for director, as applicable.

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Withheld/ Abstentions</u>	<u>Broker Non-Votes</u>
Keith Cowan	6,434,959	0	740,851	18,720,582
Eric Manlunas	4,748,570	0	2,427,240	18,720,582

As noted in the Definitive Proxy Statement, Prokopios (Akis) Tsigrikakis, whose term as a director of the Company expired at the 2019 Annual Meeting, did not stand for reelection at the 2019 Annual Meeting.

<u>Proposal</u>	<u>For</u>	<u>Against</u>	<u>Withheld/ Abstentions</u>	<u>Broker Non-Votes</u>
Ratification of the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019	23,698,740	1,399,430	798,222	0

No other matters were submitted for stockholder action.

The Company’s press release issued on December 10, 2019, announcing Mr. Manlunas’s election to the Company’s Board of Directors, is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.*(d) Exhibits*

<u>Exhibit No.</u>	<u>Exhibit Title</u>
99.1*	Press Release, dated December 10, 2019.

* Furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 11, 2019

Phunware, Inc.

By: /s/ Matt Aune
Matt Aune
Chief Financial Officer

Phunware Appoints Wavemaker Partners' Eric Manlunas as New Chairman of the Board

Results from Annual Meeting of Stockholders Also Renews Board Position for Keith Cowan and Auditor Marcum LLP

AUSTIN, TX, December 10, 2019 (ORIGINAL: BUSINESS WIRE)– Phunware, Inc. (NASDAQ: PHUN) (the “Company”), a fully-integrated enterprise cloud platform for mobile that provides products, solutions, data and services for brands worldwide, today announced the results of its 2019 Annual Meeting of Stockholders held Thursday, December 5, 2019, in Miami, Florida.

Stockholders of record at the close of business on October 14, 2019, were eligible to vote at the meeting. Highlights of the meeting included the three-year appointment and renewal of Eric Manlunas and Keith Cowan, respectively, to the Phunware Board of Directors as Class I Directors, and the ratification and appointment of Marcum LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019.

Subsequent to the completion of the Annual Meeting of Stockholders, the Phunware Board of Directors unanimously approved the appointment of Eric Manlunas as the Company’s new Chairman of the Board, including his appointment as Chair of the Audit Committee and Member of the Compensation Committee. In parallel, Keith Cowan was reappointed as Chair of the Nomination and Governance Committee and Member of the Audit Committee, with all remaining board positions and committee memberships remaining the same.

“We are very thankful to have added Eric Manlunas of Wavemaker Partners and Draper Venture Network (DVN) as Chairman of our Board of Directors,” said Alan S. Knitowski, President, Chief Executive Officer and Co-Founder of Phunware. “Eric is an exceptional leader, entrepreneur and investor and we expect his global network of companies and investors to be instrumental to the scale and success of our business rolling forward.”

Wavemaker Partners is an early-stage venture capital firm dual headquartered in Los Angeles and Singapore. Since its founding in 2003, they have invested in over 350 portfolio companies and consistently delivered top quartile returns to investors. Combined, their Los Angeles and Singapore offices have raised more than \$360M across multiple funds and special purpose vehicles. Its portfolio is broad, with an investment thesis and specialization in enterprise software, marketplaces, fintech, industrial technology and marketing and sales software. Wavemaker is the regional partner for Southern California and Southeast Asia of the Draper Venture Network (DVN), the world’s leading VC collective comprising 10 firms across five continents. Mr. Manlunas serves as a Member of the DVN Board of Directors alongside its Chairman and Founder, Tim Draper, who also founded renowned Silicon Valley investment firms Draper Associates and Draper Fisher Jurgenson, and has served previously on the Phunware Board of Directors from December 2015 until December 2018.

“I am extremely honored and excited to have been named the new Chairman of Phunware,” said Eric Manlunas, Founder and Managing Partner of Wavemaker Partners. “We have been active investors in the Company since shortly after its founding while privately held and are eager to work again with both the board and the executive leadership team as we move into the new year and scale shareholder value in the public markets on Nasdaq.”

Safe Harbor Clause and Forward-Looking Statements

This press release includes forward-looking statements. All statements other than statements of historical facts contained in this press release, including statements regarding our future results of operations and financial position, business strategy and plans, and our objectives for future operations, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “expose,” “intend,” “may,” “might,” “opportunity,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “will,” “would” and similar expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this press release are based on our current expectations and beliefs concerning future developments and their potential effects on us. Future developments affecting us may not be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) and other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading “Risk Factors” in our filings with the Securities and Exchange Commission (SEC), including our reports on Forms 10-K, 10-Q, 8-K and other filings that we make with the SEC from time to time. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. These risks and others described under “Risk Factors” in our SEC filings may not be exhaustive.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and developments in the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this press release. In addition, even if our results or operations, financial condition and liquidity, and developments in the industry in which we operate are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.

About Phunware, Inc.

Everything You Need to Succeed on Mobile — Transforming Digital Human Experience

Phunware, Inc. (NASDAQ: PHUN), is the pioneer of Multiscreen-as-a-Service (MaaS), an award-winning, fully integrated enterprise cloud platform for mobile that provides companies the products, solutions, data and services necessary to engage, manage and monetize their mobile application portfolios and audiences globally at scale. Phunware’s Software Development Kits (SDKs) include location-based services, mobile engagement, content management, messaging, advertising, loyalty (PhunCoin & Phun) and analytics, as well as a mobile application framework of pre-integrated iOS and Android software modules for building in-house or channel-based mobile application and vertical solutions. Phunware helps the world’s most respected brands create category-defining mobile experiences, with more than one billion active devices touching its platform each month. For more information about how Phunware is transforming the way consumers and brands interact with mobile in the virtual and physical worlds,

visit <https://www.phunware.com>, <https://www.phuncoin.com>, <https://www.phuntoken.com>, and follow @phunware, @phuncoin and @phuntoken on all social media platforms.

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