

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): June 4, 2020

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

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

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

**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))

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

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.

**Item 8.01 Other Items.**

As previously reported in a Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on April 17, 2020, that on that date Phunware, Inc. (the "Company") received written notice from the Listing Qualifications Staff of the Nasdaq Stock Market LLC ("Nasdaq") that the closing bid price for its common stock had been below \$1.00 for the last 30 consecutive business days and that the Company therefore was not in compliance with the minimum bid price requirement for continued inclusion on the Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2) (the "Bid Price Requirement").

As previously reported in a Current Report on Form 8-K filed with the SEC on May 22, 2020, on May 20, 2020 the Company received written notification from Nasdaq notifying the Company that based on the Company's stockholders' equity balance of \$1,353,000 as reported in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 as filed with the Securities and Exchange Commission on May 15, 2020, it was no longer in compliance with the minimum stockholders' equity requirement for continued inclusion on the Nasdaq Capital Market under Nasdaq Listing Rule 5550(b)(1) (the "Stockholders' Equity Requirement"). In addition, the notification informed the Company that as of May 19, 2020 it did not meet the alternative compliance standards relating to the market value of listed securities ("MVLS") or net income from continuing operations (the "Alternative Compliance Standards").

On June 4, 2020, the Company received written notice from Nasdaq notifying the Company that compliance was regained under the Bid Price Requirement because the bid price of our common stock closed at or above \$1.00 per share for a period of 10 consecutive business days. In addition, on June 4, 2020, the Company received a second written notice notifying the Company that compliance was regained with an Alternative Compliance Standard, the minimum MVLS requirement of \$35 million because our MVLS had been at or above \$35 million for a period of 10 consecutive business days. Per the notices, Nasdaq considers both matters closed.

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**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: June 4, 2020

**Phunware, Inc.**

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