

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Phunware, Inc.**

---

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-



P.O. BOX 8016, CARY, NC 27512-9903

**Phunware, Inc.  
Important Notice Regarding the Availability  
of Proxy Materials**

**Stockholders Meeting to be held on  
October 14, 2022  
For Stockholders of record as of August 17, 2022**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, and to obtain directions to attend the meeting, go to: [www.proxydocs.com/PHUN](http://www.proxydocs.com/PHUN)

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



For a convenient way to view proxy materials and VOTE go to  
[www.proxydocs.com/PHUN](http://www.proxydocs.com/PHUN)

Have the 12 digit control number located in the shaded box above available when you access the website and follow the instructions.

*If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before October 04, 2022.*

**To order paper materials, use one of the following methods.**

  
**INTERNET**  
[www.investorelections.com/PHUN](http://www.investorelections.com/PHUN)

  
**TELEPHONE**  
**(866) 648-8133**

  
**\* E-MAIL**  
[paper@investorelections.com](mailto:paper@investorelections.com)

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

**Phunware, Inc.**

**Meeting Type:** Annual Meeting of Stockholders  
**Date:** Friday, October 14, 2022  
**Time:** 11:00 AM, Eastern Time  
**Place:** Annual Meeting to be held live via the Internet - please visit [www.proxydocs.com/PHUN](http://www.proxydocs.com/PHUN) for more details.

**You must register to attend the meeting online and/or participate at [www.proxydocs.com/PHUN](http://www.proxydocs.com/PHUN)**

**SEE REVERSE FOR FULL AGENDA**

**Phunware, Inc.**  
**Annual Meeting of Stockholders**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:**

**FOR ON PROPOSALS 1, 2, 3 AND 4**

**THE BOARD RECOMMENDS THAT AN ADVISORY VOTE ON THE COMPENSATION FOR NAMED EXECUTIVE OFFICERS BE HELD EVERY 3 YEARS.**

**PROPOSAL**

1. Election of Directors
  - 1.01 Stephen Chen
  - 1.02 Eric Manlunas
  - 1.03 Rahul Mewawalla
2. Ratify the selection of the Audit Committee of the Board of Marcum LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2022.
3. Approve an amendment and restatement of the Company's 2018 Equity Incentive Plan to (i) increase the maximum number of shares authorized by 2,108,164 and (ii) amend certain language in Section 3(b) related to the automatic share reserve increase that removes the provision of 10% of the post-Closing outstanding shares.
4. A non-binding advisory vote to approve the compensation of the Company's named executive officers.
5. A non-binding advisory vote on the frequency for stockholders' non-binding advisory vote on compensation of the Company's named executive officers.
6. To conduct any other business properly brought before the meeting or any adjournment or postponement thereof.