

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): **October 14, 2022**

PHUNWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-37862

(Commission File Number)

30-1205798

(IRS Employer Identification No.)

1002 West Avenue, Austin, Texas

(Address of principal executive offices)

78701

(Zip Code)

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

(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 Events.

On October 14, 2022 at 11:00 a.m. Eastern Time, Phunware, Inc. (the "Company") convened its 2022 Annual Meeting of Stockholders (the "Annual Meeting"). At that time, there were not present or represented by proxy a sufficient number of shares of the Company's common stock to constitute a quorum. Accordingly, the Company adjourned the Annual Meeting without any business being conducted. The adjourned meeting will reconvene virtually on November 4, 2022 at 11:00 a.m. Eastern Time, to vote on the proposals described within the proxy statement filed with the Securities and Exchange Commission ("SEC") on August 31, 2022. The record date of the close of business on August 17, 2022 remains unchanged for the determination of stockholders of the Company entitled to vote at the reconvened Annual Meeting.

During the period of adjournment, the Company will solicit proxies from its stockholders with respect to the proposals set forth in the Company's proxy statement. Proxies previously submitted in respect of the Annual Meeting will be voted at the adjourned meeting unless properly revoked.

No changes have been made in the proposals to be voted on by stockholders at the Annual Meeting. The Company's proxy statement remains unchanged and can be obtained at the SEC's website at www.sec.gov.

On October 14, 2022, the Company issued a press release announcing the adjournment of the Annual Meeting. A copy of the press release issued concerning the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

9.01 Financial Statements and Exhibits.

(d) Exhibits.

<i>Exhibit No.</i>	<i>Exhibit Title</i>
99.1	Press Release dated October 14, 2022 titled "Phunware Announces Adjournment of Annual Meeting of Stockholders"
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

Phunware Announces Adjournment of Annual Meeting of Stockholders

AUSTIN, Texas, October 14, 2022 – Phunware, Inc. (NASDAQ: PHUN) (“Phunware,” the “Company,” “we,” “us” or “our”) a fully-integrated enterprise cloud platform for mobile that provides products, solutions, data and services for brands worldwide, today announced that its 2022 Annual Meeting of Stockholders (the “Annual Meeting”) held on October 14, 2022 at 11:00 a.m. Eastern Time, was convened and adjourned without any business being conducted, due to a lack of the required quorum.

The Annual Meeting was adjourned and will reconvene virtually on November 4, 2022 at 11:00 a.m. Eastern Time to provide stockholders additional time to vote on the proposals described in our definitive proxy statement on Schedule 14A (the “Proxy Statement”) filed with the Securities and Exchange Commission (“SEC”) on August 31, 2022. No changes have been made in the proposals to be voted on by stockholders at the Annual Meeting. Stockholders will be able to attend the reconvened Annual Meeting via a live audio webcast by utilizing a link that will be provided in an e-mail approximately one hour prior to the start time of the reconvened Annual Meeting.

The record date for determining stockholder eligibility to vote at the Annual Meeting will remain the close of business on August 17, 2022. Proxies previously submitted will be voted at the Annual Meeting unless properly revoked, and stockholders who have already submitted a proxy or otherwise voted and do not want to change their vote need not take any action.

Our Board of Directors recommends that stockholders vote “FOR” proposals one through four and “THREE YEARS” for proposal five.

Where to find additional information

In connection with the Annual Meeting, we have filed relevant proxy materials with the SEC, including our Proxy Statement. This press release is not a substitute for the Proxy Statement or any other document we may file with the SEC or send to stockholders in connection with our Annual Meeting. Before making any voting decision, stockholders are urged to read all relevant documents filed with the SEC, including the Proxy Statement, because they contain important information about the Annual Meeting. Stockholders can access all documents we file with the SEC, including, but not limited to the Proxy Statement, at the SEC’s website at www.sec.gov.

About Phunware, Inc.

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

Phunware, Inc. (NASDAQ: PHUN) helps the world’s most respected brands create category-defining mobile experiences, with approximately one billion active devices touching its platform each month when operating at scale. For more information about how Phunware is transforming the way consumers and brands interact with mobile in the virtual and physical worlds, visit <https://phunware.com>, <https://phunwallet.com>, <https://phuncoin.com>, <https://phuntoken.com>, and follow @phunware, @phuncoin and @phuntoken on all social media platforms.

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