

OMB APPROVAL	
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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Crowder Randall</u>  (Last) (First) (Middle) <u>1002 WEST AVENUE</u>  (Street) <u>AUSTIN TX 78701</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Phunware, Inc. [ PHUN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>X Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/06/2023		A		29,063 <sup>(1)</sup>	A	\$0	816,018	D	
Common Stock	03/06/2023		A		100,000 <sup>(2)</sup>	A	\$0	916,018	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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

**Explanation of Responses:**

- On March 6, 2023, the reporting person was granted the number of restricted stock units ("RSUs") in Table I, Box 4 above, each of which represents a contingent right to receive one share of Phunware, Inc. common stock. The RSUs were granted in lieu of cash compensation for accrued bonus for fiscal year 2022. The RSUs vest immediately and will be delivered to the reporting person shortly following this date.
- On March 6, 2023, the reporting person was granted the number of restricted stock units ("RSUs") in Table I, Box 4 above, each of which represents a contingent right to receive one share of Phunware, Inc. common stock. One-third of the RSUs vest on March 6, 2023 and 1/9 of the RSUs will equal installments on May 18, 2023, August 18, 2023, November 18, 2023, May 18, 2024, August 18, 2024 and November 18, 2024. Vesting is subject to the reporting person's continued service on such vesting date. Notwithstanding the foregoing vesting schedule, in the event of a change of control, 100% of the remaining unvested RSUs shall immediately become fully vested, subject to the reporting person continuing to provide service through such date.

**Remarks:**

/s/ Matt Aune, Attorney-in-Fact 03/08/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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

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