

**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 for the Stockholders Meeting To
Be Held On December 20, 2023
For Stockholders of record as of October 26,
2023

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

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

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 December 8, 2023.

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


INTERNET
www.investorelections.com/PHUN


TELEPHONE
(866) 648-8133


*** E-MAIL**
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 inquires should be included with your e-mail requesting material.

Phunware, Inc.

Meeting Materials: Notice of Meeting and Proxy Statement & Annual Report or Form 10-K
Meeting Type: Annual Meeting of Stockholders
Date: Wednesday, December 20, 2023
Time: 11:00 AM, Eastern Time
Place: Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/PHUN for more details.

You must register to attend the meeting online and/or participate at www.proxydocs.com/PHUN

SEE REVERSE FOR FULL AGENDA

Phunware, Inc.
Annual Meeting of Stockholders

MANAGEMENT RECOMMENDS A VOTE:
FOR ON PROPOSALS 1, 2, 3, 4 AND 5

PROPOSAL

1. To elect Ryan Costello to the Company's Board of Directors (the "Board"), to serve as a Class II director for a term of three years expiring at the annual meeting of stockholders to be held in 2026 and until his successor has been duly elected and qualified.
2. To ratify the selection by 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, 2023.
3. To approve and adopt a proposed amendment to the Company's Certificate of Incorporation to effect a reverse stock split of the Company's common stock at a ratio ranging from 1-for-10 shares up to a ratio of 1-for-50 shares, which ratio will be selected by our Board and set forth in a public announcement.
4. To approve, for the purposes of Nasdaq Listing Rule 5635, the issuance of shares of the Company's common stock to Streeterville Capital, LLC upon the conversion of an amended promissory note.
5. To approve, for the purposes of Nasdaq Listing Rule 5635, the issuance of shares of the Company's common stock to Lincoln Park Capital, LLC ("Lincoln Park") pursuant to a stock purchase agreement between the Company and Lincoln Park.
6. To conduct any other business properly brought before the meeting or any adjournment or postponement thereof.