

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person Tsirigakis Prokopios Akis		2. Issuer Name and Ticker or Trading Symbol Phunware, Inc. [PHUN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O PHUNWARE, INC., 7800 SHOAL CREEK BLVD, SUITE 230-S		3. Date of Earliest Transaction (Month/Day/Year) 02/22/2019			
(Street) AUSTIN, TX 78757		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		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	02/22/2019		X		1,331,074 (1)	A	\$ 0 (1)	1,718,971	I (3)	See Footnote (3)
Common Stock	02/22/2019		X		1,135,943 (2)	A	\$ 0 (2)	2,854,914	I (3)	See Footnote (3)

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

SEC 1474 (9-02)

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants to Purchase Common Stock	\$ 11.50	02/22/2019		X			1,464,724	01/25/2019	12/26/2023	Common Stock	1,464,724	\$ 0.50	0	I (3)	See Footnote (3)
Warrants to Purchase Common Stock	\$ 11.50	02/22/2019		X			1,250,000	01/25/2019	12/26/2023	Common Stock	1,250,000	\$ 0.50	0	I (3)	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tsirigakis Prokopios Akis C/O PHUNWARE, INC. 7800 SHOAL CREEK BLVD, SUITE 230-S AUSTIN, TX 78757	X			

Signatures

/s/ Matt Aune, Attorney-in-Fact	03/25/2019
Signature of Reporting Person	Date

Explanation of Responses:

* 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).

- (1) On February 22, 2019, the reporting person exercised a warrant to purchase 1,464,424 shares of Phunware, Inc. common stock for \$11.50 a share. The reporting person paid the exercise price on a cashless basis, resulting in Phunware, Inc.'s withholding of 1,331,074 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 1,331,074 shares
- (2) On February 22, 2019, the reporting person exercised a warrant to purchase 1,250,000 shares of Phunware, Inc. common stock for \$11.50 a share. The reporting person paid the exercise price on a cashless basis, resulting in Phunware, Inc.'s withholding of 114,057 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 1,135,943 shares
- (3) Prokopios (Akis) Tsirigakis is the sole officer and director Astra Maritime Corp and Dominion Investments Inc. and accordingly is deemed the beneficial owner of the shares held by these organizations and has sole voting and dispositive control over such securities.

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

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