

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(11)	05/08/2019		A		74,500		(12)	(12)	Common Stock	74,500	\$ 0	74,500	D	

Reporting Owners

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

Signatures

/s/ Matt Aune, Attorney-in-Fact	05/24/2019
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) The shares are held of record by Curo Capital Appreciation Fund I, LLC (#1) for which the Reporting Person serves as president.
- (2) The shares are held of record by Curo Capital Appreciation Fund I, LLC (Fund 1) for which the Reporting Person serves as president.
- (3) The shares are held of record by Curo Capital Appreciation Fund I, LLC (Fund 2) for which the Reporting Person serves as president.
- (4) The shares are held of record by Cane Capital, LLC for which the Reporting Person serves as president.
- (5) The shares are held of record by Knitowski Children's Trust for which the Reporting Person serves as president.
- (6) Curo Capital Appreciation Fund I, LLC (#1) for which the Reporting Person serves as president, effected a transfer of shares to various individuals, including the Reporting Person.
- (7) Curo Capital Appreciation Fund I, LLC (Fund 1) for which the Reporting Person serves as president, effected a transfer of shares to various individuals, including the Reporting Person.
- (8) Curo Capital Appreciation Fund I, LLC (Fund 2) for which the Reporting Person serves as president, effected a transfer of shares to various individuals, including the Reporting Person.
- (9) An aggregate of 2,229 shares of Common Stock were transferred from Curo Capital Appreciation Fund I, LLC (#1), Curo Capital Appreciation Fund I, LLC (Fund 1) and Curo Capital Appreciation Fund I, LLC (Fund 2) to Cane Capital, LLC, for which the Reporting Person serves as president.
- (10) An aggregate of 1,972 shares of Common Stock were transferred from Curo Capital Appreciation Fund I, LLC (#1) and Curo Capital Appreciation Fund I, LLC (Fund 1) to Knitowski Childrens Trust, for which the Reporting Person serves as president.
- (11) Each restricted stock unit represents a contingent right to receive one share of Phunware, Inc. common stock.
- (12) The restricted stock units will vest in a series of six equal installments beginning on May 18, 2020, so that the restricted stock units will become fully vested on November 18, 2021. The restricted stock units will be settled in shares of common stock that will be delivered to the Reporting Person shortly after each vesting date.

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

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