

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>KNITOWSKI ALAN S</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2022</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	11/18/2022		M		37,500	A	\$0	1,270,649	D	
Common Stock	11/18/2022		F		21,027 <sup>(1)</sup>	D	\$1.0944 <sup>(2)</sup>	1,249,622	D	
Common Stock								585,589	I	See footnote <sup>(3)</sup>

**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	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	11/18/2022		M			37,500	(5)	(5)	Common Stock	37,500	\$0	37,500	D	

**Explanation of Responses:**

- Represents shares surrendered by the Reporting Person for withholding of taxes pursuant to the terms of the Issuer's 2018 Equity Incentive Plan.
- The shares were sold in multiple transactions with prices ranging from \$1.0832 to \$1.0948. The reporting person undertakes to provide to Phunware, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.
- Consists of (i) 539,867 shares held of record by Cane Capital, LLC, for which the Reporting Person serves as president, (ii) 43,750 shares held of record by Curo Capital Appreciation Fund I, LLC (Fund 1, Fund 2 and Fund 3), for which the Reporting Person serves as co-president, (iii) 1,972 shares held of record by Knitowski Childrens Trust, for which the Reporting Person serves as president.
- Each restricted stock unit represents a contingent right to receive one share of Phunware, Inc. common stock.
- The restricted stock units (RSUs) represent the amount of RSUs that vested on the date noted in Table I, Box 2 above for a RSU grant previously awarded to the Reporting Person. The RSUs will be settled in shares of common stock that will be delivered to the Reporting Person shortly after the vesting date.

**Remarks:**

/s/ Matt Aune, Attorney-in-Fact 11/22/2022

\*\* 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.

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