

# FORM 4

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

OMB APPROVAL	
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## 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 * <b>Crowder Randall</b>		2. Issuer Name and Ticker or Trading Symbol <b>Phunware, Inc. [PHUN]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O PHUNWARE, INC., 7800 SHOAL CREEK BLVD, SUITE 230-S</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/14/2019</b>		<b>Chief Operating Officer</b>	
(Street) <b>AUSTIN, TX 78757</b>		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)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	03/14/2019		X		286,982	D	\$ 9.22	0	I (1)	See footnote (1)
Common Stock	03/14/2019		X		36,723	A	\$ 9.22	36,723	D (2)	
Common Stock	03/14/2019		X		5,160	A	\$ 0	41,883	D (3)	
Common Stock	03/14/2019		J		8,752	A	\$ 0	50,635	D (4)	

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

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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				
Warrant (right to buy)	\$ 9.22	03/14/2019		J			108,261	01/25/2018	01/25/2023	Common Stock	108,261	\$ 9.22	0	I	See footnote (1)
Warrant (right to buy)	\$ 9.22	03/14/2019		J			187,033	06/07/2018	06/07/2023	Common Stock	187,033	\$ 9.22	0	I	See footnote (1)
Warrant (right to buy)	\$ 11.5	03/14/2019		J			176,867	01/26/2019	12/26/2023	Common Stock	176,867	\$ 11.5	0	I	See footnote (1)
Warrant (right to buy)	\$ 9.22	03/14/2019		J		5,500		06/07/2018	06/07/2023	Common Stock	5,500	\$ 9.22	5,500	D (2)	
Warrant (right to buy)	\$ 11.5	03/14/2019		J		9,199		01/26/2019	12/26/2023	Common Stock	9,199	\$ 11.5	9,199	D (2)	
Warrant (right to buy)	\$ 9.22	03/14/2019		X			5,500	06/07/2018	06/07/2023	Common Stock	5,500	\$ 0	0	D (3)	
Warrant (right to buy)	\$ 11.5	03/14/2019		X			9,199	01/26/2019	12/26/2023	Common Stock	8,752	\$ 0	0	D (4)	

### Reporting Owners

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

## Signatures

/s/ Matt Aune, Attorney-in-Fact		03/25/2019
		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) Nove PW LLP, for which the reporting person services as a managing partner, effectuated a transfer of shares and warrants to various individuals, including the reporting person.

(2) 36,723 shares of Common Stock and an aggregate of 14,699 warrants to purchase Common Stock were transferred from Nove PW LLP to the reporting person

(3) On March 14, 2019, the reporting person exercised a warrant to purchase 5,500 shares of Phunware, Inc. common stock for \$9.22 a share. The reporting person paid the exercise price on a cashless basis, resulting in Phunware, Inc.'s withholding of 340 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 5,160 shares

(4) On March 14, 2019, the reporting person exercised a warrant to purchase 9,199 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 447 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 8,752 shares

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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