FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

(Print or Type Responses)

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

1. Name and Address of Reporting Person – KNITOWSKI ALAN S				2. Issuer Name Phunware, Inc	ng Symbo	ol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner							
(Last) (First) (Middle) C/O PHUNWARE, INC., 7800 SHOAL CREEK BLVD, SUITE 230-S				3. Date of Earliest Transaction (Month/Day/Year) 05/08/2019						X Officer (give title below) Other (specify below) Chief Executive Officer				
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
AUSTIN,		(State)	(Zip)		rivative S	Securitie	ired, Disposed	of, or Ben	eficially Own	ed				
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	3. Transa Code (Instr. 8)		4. Securities Ac (A) or Disposed (Instr. 3, 4 and		quired of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficially ed	6. Ownership Form: Direct (D) or Indirect	Beneficial Ownership
					Code	V	Amount	(A) or (D)	Price			((I) (Instr. 4)	(Ilisti. 4)
Common	Stock		05/24/2019		J		2,636	D	\$ 9.22	573,524				See footnote (1)
Common Stock 0			05/24/2019		J		1,523	D	\$ 11.5	571,001		-	[(6)	See footnote (1)
Common Stock 05/24			05/24/2019		J		5,348	D	\$ 9.22	566,653			[(7)	See footnote (2)
Common Stock 05/24/2019			05/24/2019		J		1,523	D	\$ 11.5	565,130		-	[(7)	See footnote (2)
Common	Stock		05/24/2019		J		21,395	D	\$ 9.22	543,735			[(8)	See footnote (3)
Common Stock 05/			05/24/2019		J		6,097	D	\$ 11.5	537,638			[(8)	See footnote (3)
Common Stock 05/24/20			05/24/2019		J		1,688	A	\$ 9.22	539,326			[(9)	See footnote (4)
Common Stock 05/24			05/24/2019		J		541	A	\$ 11.5	539,867			[(9)	See footnote (4)
Common Stock 05/24/2019			05/24/2019		J		1,427	A	\$ 9.22	541,294			[(10)	See footnote (5)
Common Stock 05/24/2019				J		545	A	\$ 11.5	541,839			[(10)	See footnote (5)	
Reminder: R	eport on a se	parate line for each	a class of securities	beneficially own	ed directly or	Perso conta	ons who ained in	this for	m are	ne collection not required valid OMB co	to respon	d unless the		1474 (9-02)
			Table II -	Derivative Secu		ed, Di	sposed of	, or Ben	eficially					
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execution Date Security Or Exercise (Month/Day/Year) any			4. Transaction Code (Instr. 8)	4. 5. Number of Derivative Code Securities			6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title of Unc. Securi			and Amount lerlying Derivative Security (Instr. 5) and 4) 8. Price of Derivative Security (Instr. 5) Security Follow Report Trans (Instr. 5)		Ownersl Form of Derivati Security Direct (I or Indire	ve Ownershi (Instr. 4) D)

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

Reporting Owners

	Relationships							
Reporting Owner Name / Address	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
**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) 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.