

IPASS INC  
Form 8-K  
April 06, 2010

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

\_\_\_\_\_  
FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 31, 2010  
\_\_\_\_\_

iPass Inc.  
(Exact name of Registrant as specified in its charter)  
\_\_\_\_\_

Delaware  
(State or other jurisdiction  
of incorporation)

000-50327  
(Commission  
File Number)

93-1214598  
(IRS Employer  
Identification No.)

3800 Bridge Parkway, Redwood Shores,  
California  
(Address of principal executive offices)

94065  
(Zip Code)

(650) 232-4100  
(Registrant's telephone number, including  
area code)  
\_\_\_\_\_

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of

Edgar Filing: IPASS INC - Form 8-K

the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

---

---

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Directors

On March 31, 2010, Peter G. Bodine, a director of iPass Inc., notified iPass that he is declining to stand for re-election to the Board of Directors at the 2010 annual meeting of stockholders and will resign from the Board of Directors effective as of the start of the 2010 annual meeting.

On April 1, 2010, A. Gary Ames, a director of iPass Inc., notified iPass that he will resign from the Board of Directors effective June 30, 2010.

The Board of Directors has taken action to cause the size of the Board of Directors to be reduced from ten to nine directors, effective upon Mr. Bodine's resignation.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

iPass Inc.

By:       /s/ Steven H. Gatoff  
              Steven H. Gatoff  
              Senior Vice President and Chief Financial Officer  
              (Principal Financial and Accounting Officer)

Dated: April 6, 2010