

Edgar Filing: IPASS INC - Form SC 13G

IPASS INC
Form SC 13G
August 03, 2011

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under The Securities Exchange Act of 1934

(AMENDMENT NO.)*

iPass Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

46261V108

(CUSIP Number)

July 21, 2011

(Date of Event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

\x\ Rule 13d-1(b)

\x\ Rule 13d-1(c)

\ \ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO OF ABOVE PERSON
 Invicta Capital Management, LLC

 33-1206133

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

 New York

5 SOLE VOTING POWER

 2,956,200

NUMBER OF
SHARES BENEFICIALLY
OWNED BY
EACH
REPORTING

6 SHARED VOTING POWER

 -

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PERSON WITH 7 SOLE DISPOSITIVE POWER

2,956,200

8 SHARED DISPOSITIVE POWER

-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,956,200

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

-

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO OF ABOVE PERSON
Gregory A. Weaver

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(c) / /

(d) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S.A.

	5	SOLE VOTING POWER
NUMBER OF		-
SHARES BENEFICIALLY		
OWNED BY	6	SHARED VOTING POWER
EACH		
REPORTING		2,956,200 - (See Schedule Item 4
PERSON WITH		incorporated by reference)
	7	SOLE DISPOSITIVE POWER
		-
	8	SHARED DISPOSITIVE POWER
		2,956,200 - (See Schedule Item 4
		incorporated by reference)
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		2,956,200 - (See Schedule Item 4
		incorporated by reference)
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
		-
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
		5.1%
12		TYPE OF REPORTING PERSON*
		IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1 (a). NAME OF ISSUER:
iPass Inc.

ITEM 1 (b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
3800 Bridge Parkway
Redwood Shores, California 94065

ITEM 2 (c). NAME OF PERSON FILING:
Invicta Capital Management, LLC ("ICM"),
Gregory A. Weaver, Gregory A. Weaver is the controlling member
of ICM.

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- ITEM 2 (b). ADDRESS OR PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
The address of the principal business office of each reporting person is: 60 East 42nd St, New York, NY 10165.
- ITEM 2 (c). CITIZENSHIP:
Invicta Capital Management, LLC New York
Gregory A Weaver, United States
- ITEM 2 (d). TITLE OF CLASS OF SECURITIES:
Common Stock
- ITEM 2 (e). CUSIP NUMBER:
46261V108
- ITEM 3 (e) THE PERSONS FILING THIS SCHEDULE, PURSUANT TO
PARAGRAPH 240.13d-1(b) ARE A:
(X) Parent Holding Company or control person in accordance with
Rule 13d-a(b)(1)(ii)(G);
- ITEM 4. OWNERSHIP:
- The following percentage interest calculations for each of the Reporting Persons are based on the Issuer having 58,500,479 shares of common stock outstanding as of May 4, 2011, as reported in the Issuer Form 10-Q filed with the Securities and Exchange Commission on May 10, 2011. ICM owns beneficially 2,956,200 shares of the Issuer common stock, which constitutes approximately 5.1% of the outstanding shares such stock. ICM and Mr. Weaver share the power to vote or to direct the vote and to dispose or to direct the disposition of such shares Gregory A. Weaver because of his position as the control person of ICM, may be deemed to be beneficial owner of the 2,956,200 Shares in that he might be deemed to share the power to direct the voting or disposition of the securities.

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- ITEM 5. OWNERSHIP OF MORE THAN FIVE PERCENT OR LESS OF A CLASS:
If this statement is being filed to report the fact that as of the date here of the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following / /.

Not applicable.
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:
The shares reported are held in institutional accounts for the economic benefit of the beneficiaries of those accounts.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING
COMPANY:

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:
Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:
Not applicable.

ITEM 10. CERTIFICATION:
BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED AND ARE HELD IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED AND ARE NOT HELD FOR THE PURPOSE OF OR WITH THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH THE SECURITIES AND WERE NOT ACQUIRED AND ARE NOT HELD IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

SIGNATURE:
AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

Invicta Capital Management LLC

August 02, 2011

DATED

By: /s/ Gregory A. Weaver

Gregory A. Weaver
President

By: /s/ Gregory A. Weaver

Gregory A. Weaver

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EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

This agreement is made pursuant to Rule 13d-1(f)(1) under the Securities and Exchange Act of 1934, as amended (the "Act"), by and among the parties listed below, each referred to herein as "Joint Filer". The Joint Filers agree that a statement of beneficial ownership as required by Section 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under rule 13d-1.

Invicta Capital Management LLC

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August 02, 2011

DATED

By: /s/ Gregory A. Weaver

Gregory A. Weaver
President

By: /s/ Gregory A. Weaver

Gregory A. Weaver