

IPASS INC
Form 8-K
February 16, 2012
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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): February 16, 2012

iPass Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction)

000-50327
(Commission)

93-1214598
(IRS Employer)

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(State of incorporation)

(File Number)

(Identification No.)

3800 Bridge Parkway,

Redwood Shores, California
(Address of principal executive offices)

(650) 232-4100

94065
(Zip Code)

(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 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))

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Item 2.02 - Results of Operations and Financial Condition

On February 16, 2012, iPass Inc. issued a press release announcing its fourth quarter and full-year 2011 financial results. A copy of the press release is attached as Exhibit 99.1 to this current report and is incorporated herein by reference.

The information in this Item 2.02 of this current report and in the accompanying exhibit referenced in this Item 2.02 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 2.02 of this current report and in the accompanying exhibit referenced in this Item 2.02 shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by iPass Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 - Financial Statements and Exhibits

Exhibit No.	Description
99.1	Press Release dated February 16, 2012, announcing iPass Inc. s Fourth Quarter and Full-Year 2011 Financial Results.

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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

Name: Steven H. Gatoff

Title: Senior Vice President and Chief Financial
Officer

(Principal Financial and Accounting Officer)

Dated: February 16, 2012

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated February 16, 2012, announcing iPass Inc. s Fourth Quarter and Full-Year 2011 Financial Results.