

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-09** | Period of Report: **2013-01-01**
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(HTML Version on secdatabase.com)

REPORTING OWNER

Vickery Darin

CIK: **1566525**

Type: **3** | Act: **34** | File No.: **000-50327** | Film No.: **13521428**

Mailing Address
3800 BRIDGE PARKWAY
REDWOOD SHORES CA
94065

ISSUER

IPASS INC

CIK: **1053374** | IRS No.: **931214598** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7374** Computer processing & data preparation

Mailing Address
3800 BRIDGE PARKWAY
REDWOOD SHORES CA
94065

Business Address
3800 BRIDGE PARKWAY
REDWOOD SHORES CA
94065
6502324115

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Vickery Darin</u> (Last) (First) (Middle) <u>3800 BRIDGE PARKWAY</u> (Street) <u>REDWOOD SHORES, CA 94065</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>IPASS INC [IPAS]</u> 4. 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) <u>Principal Accounting Officer</u>	5. 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to buy)	08/09/2011 ⁽¹⁾	10/26/2020	Common Stock	20,000	\$1.13	D	
Stock Option (Right to buy)	05/31/2012 ⁽²⁾	05/31/2021	Common Stock	10,000	\$1.52	D	
Stock Option (Right to buy)	07/30/2013 ⁽³⁾	07/30/2022	Common Stock	40,000	\$2.32	D	

Explanation of Responses:

1. 25% of the shares vested on August 9, 2011 with the remaining shares vesting in 36 equal monthly installments thereafter.
2. 25% of the shares vested on May 31, 2012, with the remaining shares vesting in 36 equal monthly installments thereafter.
3. 25% of the shares vest on July 30, 2013, with the remaining shares vesting in 36 equal monthly installments thereafter.

Signatures

/s/ Bill Garvey, Power of Attorney for Darin Vickery

01/09/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.