

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**
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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

REPORTING OWNER

PATTERSON ARTHUR C

CIK: **1219233**
Type: **4** | Act: **34** | File No.: **000-50327** | Film No.: **05790866**

Mailing Address
428 UNIVERSITY AVE
PALO ALTO CA 94301

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 PATTERSON ARTHUR C			2. Issuer Name and Ticker or Trading Symbol IPASS INC [IPAS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005					
C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE			4. 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		
(Street)								
PALO ALTO, CA 94301								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2005		J		1,672,804	D	\$ 0	0	I	Held by Accel V L.P.
Common Stock	04/28/2005		J		196,900	D	\$ 0	0	I	Held by Accel Internet/Strategic Technology Fund L.P.
Common Stock	04/28/2005		J		29,170	D	\$ 0	0	I	Held by Accel Keiretsu V, L.P.
Common Stock	04/28/2005		J		87,511	D	\$ 0	0	I	Held by Accel Investors '96 LP
Common Stock	04/28/2005		J ⁽¹⁾		10,324	A	\$ 0	50,041	D	
Common Stock								160,439	I	Held by Ellmore C. Patterson Partners ^{(2) (3)}
Common Stock								162,667	I	Held by ACP Family Partnership, L.P. ^{(2) (4)}

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Pro rata distribution of 9,802 shares from Accel Investors '96 L.P. and 522 shares from Accel Keiretsu V, L.P. No consideration was paid in connection with the acquisition of the shares.
2. Reporting person disclaims beneficial ownership of the shares, for the purposes of Section 16 or for any other purpose, owned by the referenced entities except to the extent of his pecuniary interest therein.
3. Shares are owned directly by Ellmore C. Patterson Partners ("ECPP"). The general partner of ECPP is Arthur C. Patterson.
4. Shares are owned directly by ACP Family Partnership, L.P. ("ACPP"). The general partner of ACPP is Arthur C. Patterson.

Signatures

/s/ Tracy L. Sedlock, Attorney in Fact

** Signature of Reporting Person

05/02/2005

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.