

GOLD STANLEY P
Form 4
December 01, 2005

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shamrock Activist Value Fund L P

2. Issuer Name and Ticker or Trading Symbol
IPASS INC [IPAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4444 LAKESIDE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2005

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

BURBANK, CA 91505

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	11/16/2005		P	42,700 A \$ 6.1424	6,463,426	I	See footnotes (1) (2) (3) (4)
Common Stock	11/17/2005		P	75,000 A \$ 6.2091	6,538,426	I	See footnotes (1) (2) (3) (4)
Common Stock	11/18/2005		P	55,200 A \$ 6.3681	6,593,626	I	See footnotes (1) (2) (3) (4)
Common Stock	11/21/2005		P	55,000 A \$ 6.5744	6,648,626	I	See footnotes (1) (2) (3) (4)

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Common Stock	11/28/2005	P	75,000	A	\$ 6.3635	6,723,626	I	See footnotes (1) (2) (3) (4)
Common Stock	11/29/2005	P	44,500	A	\$ 6.4025	6,768,126	I	See footnotes (1) (2) (3) (4)
Common Stock	11/30/2005	P	57,200	A	\$ 6.6099	6,825,326	I	See footnotes (1) (2) (3) (4)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shamrock Activist Value Fund L P 4444 LAKESIDE DRIVE BURBANK, CA 91505		X		
Shamrock Partners Activist Value Fund, L.L.C. 4444 LAKESIDE DRIVE BURBANK, CA 91505		X		
Shamrock Activist Value Fund GP, L.L.C. 4444 LAKESIDE DRIVE BURBANK, CA 91505		X		

GOLD STANLEY P 4444 LAKESIDE DRIVE BURBANK, CA 91505	X
Shamrock Activist Value Fund II, L.P. 4444 LAKESIDE DRIVE BURBANK, CA 91505	X

Signatures

/s/ SHAMROCK ACTIVIST VALUE FUND, L.P.	12/01/2005
__Signature of Reporting Person	Date
/s/ SHAMROCK ACTIVIST VALUE FUND II, L.P.	12/01/2005
__Signature of Reporting Person	Date
/s/ STANLEY P. GOLD	12/01/2005
__Signature of Reporting Person	Date
By: Shamrock Activist Value Fund, L.P., Authorized Person	12/01/2005
__Signature of Reporting Person	Date
By: Shamrock Activist Value Fund GP, L.L.C., its General Partner	12/01/2005
__Signature of Reporting Person	Date
By: Shamrock Partners Activist Value Fund, L.L.C., its Managing Member	12/01/2005
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Shamrock Activist Value Fund II, L.P. ("SAVF II") directly owns these shares of Common Stock of iPass Inc. (the "Company"). SAVF II and Shamrock Activist Value Fund, L.P. ("SAVF") have previously filed a Form 3 with respect to Common Stock of the Company, and the shares owned by each of SAVF II and SAVF are referred to collectively herein as the "Activist Value Shares."
- (2) SAVF and SAVF II have the same general partner. Accordingly, each of SAVF and SAVF II may be deemed for purposes of Section 16 of the Exchange Act of 1934, as amended (the "Exchange Act"), to be beneficial owners of the Activist Value Shares. Each of SAVF and SAVF II disclaim beneficial ownership of the other's shares of the Company, and this report shall not be deemed an admission that either SAVF or SAVF II is a beneficial owner of the other's shares of the Company for purposes of Section 16 or for any other purpose.
- (3) Shamrock Activist Value Fund GP, L.L.C. (the "General Partner") is the general partner of SAVF and SAVF II. Shamrock Partners Activist Value Fund, L.L.C. ("Shamrock Partners") is the Managing Member of the General Partner. Stanley P. Gold and Shamrock Holdings of California, Inc. ("SHOC") are each a Managing Member of Shamrock Partners. SHOC is also a Special Limited Partner of SAVF. Shamrock Holdings, Inc. ("SHI") is the sole stockholder of SHOC. Mr. Gold is the sole trustee of four trusts, which hold an aggregate of approximately more than 50% of SHI common stock. Accordingly, Mr. Gold may be deemed a controlling stockholder of SHI. Mr. Gold is a Director and President of both SHI and SHOC.
- (4) Each of the General Partner, Shamrock Partners, Mr. Gold, SHOC and SHI may be deemed for purposes of Section 16 of the Exchange Act to be indirect beneficial owners of the Activist Value Shares. The General Partner, Shamrock Partners, Mr. Gold, SHOC and SHI disclaim beneficial ownership of the Activist Value Shares except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any such person is a beneficial owner of the Activist Value Shares for purposes of Section 16 or for any other purpose.

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Remarks:

Each of SAVF II and Stanley P. Gold have authorized SAVF to execute on their behalf this Form 4 and all subsequent Forms with respect to securities of the Company. See the Authorization filed with the filers' Form 3.

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

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