

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 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Hassan Naureen</u>			2. Issuer Name and Ticker or Trading Symbol <u>OneSpan Inc. [OSPN]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2021</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
121 W. WACKER DR. 20TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) CHICAGO IL 60601						
(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, \$0.001 par value	03/01/2021		M		6,726	A	\$25.23	6,726	D	

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	03/01/2021		M		6,726		(2)	(3)	Common Stock	6,726	\$25.23	0	D	
Restricted Stock Units	(4)	03/01/2021		D		5,833		(5)	(3)	Common Stock	5,833	\$0	0	D	

Explanation of Responses:

- The reporting person was appointed to the OneSpan Inc. Board of Directors (the "Board"), effective March 17th, 2020, and as such, became subject to reporting requirements under Section 16 of the Securities Exchange Act of 1934 at that time. The reporting person received a restricted stock unit grant upon appointment to the Board. Each restricted stock unit represents a contingent right to receive one share of OneSpan's common stock.
- Per directive of the OneSpan Board of Directors (the "Board"), the shares vested upon the reporting person's resignation from the Board, effective March 1, 2021.
- Not applicable.
- The reporting person received a restricted stock unit grant on January 4, 2021. Each restricted stock unit represents a contingent right to receive one share of OneSpan's common stock.
- The reporting person forfeited the restricted stock unit grant upon resignation from the Board, effective March 1, 2021.

/s/ Steven R. Worth, Attorney in Fact 04/09/2021

** 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.