

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Bosshart John</b>			2. Issuer Name and Ticker or Trading Symbol <b>OneSpan Inc. [ OSPN ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <b>X</b> Other (specify below) _____ <b>Principal Accounting Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2022</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person _____
121 W. WACKER 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	03/01/2022		M		712	A	\$13.46	3,306	D	
Common Stock, \$0.001 par value	03/01/2022		F		202 <sup>(1)</sup>	D	\$13.46	3,104	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	(2)							(3)	(4)	Common Stock	7,904		5,269	D	
Restricted Stock Units	(5)							(6)	(4)	Common Stock	4,269		4,269	D	
Restricted Stock Units	(5)							(7)	(4)	Common Stock	2,258		2,258	D	
Restricted Stock Units	(8)							(8)	12/31/2023	Common Stock	1,290		1,290	D	

**Explanation of Responses:**

- The shares were sold to cover tax withholding obligations for the vest of restricted stock units.
- The reporting person received a restricted stock unit grant on November 23, 2020. Each restricted stock unit represents a contingent right to receive one share of OneSpan Inc.'s common stock.
- The shares acquired are restricted stock units and vest pro-rata over two years on the semi-annual anniversaries of the grant date.
- Not applicable.
- The reporting person received restricted stock unit grants on June 1, 2021. Each restricted stock unit represents a contingent right to receive one share of OneSpan Inc.'s common stock.
- The shares acquired are restricted stock units and vest pro-rata over two years on the quarterly anniversaries of the grant date.
- The shares acquired are restricted stock units and vest pro-rata over four years on the semi-annual anniversaries of the grant date.
- The reporting person received a performance stock unit grant on June 1, 2021. Each performance stock unit represents a right to receive one share of OneSpan's common stock. The performance stock units cliff vest at the expiration date if the performance criteria established by the Compensation Committee of the Board are met.

/s/ Steven R. Worth, Attorney in Fact 03/02/2022

\*\* 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.