FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response:

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

Name and Address of Reporting Person*     Bosshart John					2. Issuer Name and Ticker or Trading Symbol OneSpan Inc. [ OSPN ]											Relationship neck all app Direc	icable) or		10% O	wner
(Last) (First) (Middle) 121 W WACKER #2050						Date o		est Trar	nsact	tion (Mo	onth/	'Day/Year)				below	•	ount	C Other (below)	·
(Street) CHICAC			60601 (Zip)		4. II	4. If Amendment, Date of Original Filed (Month/Day/Year)									G. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
		Tab	le I - No	n-Deri\	vative	Sec	curiti	es Ac	cqui	ired,	Dis	posed	of, o	or Be	neficia	lly Owne	d			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Insti						Benefic	ies ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									6	Code	v	Amount		(A) or (D)	Price	Transa (Instr. 3	ction(s)			(Instr. 4)
Common	Stock			12/01	1/2022	2				M		712		A	(1)	9	,276		D	
Common	Stock			12/01	1/2022					F		209		D	\$13.4	46 9	,067	067 D		
Common	Stock			12/01	1/2022	!				M		322		A	(1)	9,389			D	
Common	mmon Stock		12/01	1/2022	/2022				F		95	D \$1		\$13.4	9,294		D			
		Т	able II -									osed of converti				y Owned				
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. Transactio Code (Inst 8)				Exp	Date Exe piration ponth/Day	Date			J Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exe	te ercisable		Expiration Date	Title	e	Amount or Number of Shares					
Restricted Stock Units	\$0.00	12/01/2022			M			712		(2)		(2)		mmon tock	712	\$0.00	1,423		D	
Doctricted		I	I	I		I	1		I				1			1	1		1	1

(3)

(3)

## **Explanation of Responses:**

\$0.00

1. Restricted stock units convert into common stock on a one-for-one basis.

12/01/2022

- $2. \ On \ June \ 1, 2021, the reporting person was granted \ 5,691 \ restricted \ stock units, vesting in eight \ equal \ quarterly installments \ starting from \ the \ grant \ date.$
- 3. On June 1, 2021, the reporting person was granted 2,580 restricted stock units, vesting in eight equal semi-annual installments starting from the grant date.

## Remarks:

Stock

Units

/s/ Lara Mataac as POA

12/05/2022

1.613

D

322

Stock

\$0.00

\*\* 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.

LIMITED POWER OF ATTORNEY FOR SEC REPORTING OBLIGATIONS\*

Know all by these presents, that the undersigned hereby constitutes and appoint\* s Matthew Moynahan, Lara Mataac, Mary Jean Capodanno or Joe Maxa, or any of them acting singly and with full power of substitution, the undersigned's true\* and lawful attorney-in-fact to:

- 1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director or both of OneSpan Inc. (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder, the Company?s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q (and any amendments thereto) after the undersigned has approved the same in writing or through Board action, and the Company?s Form S-8 related to its 2019 Omnibus Incentive Plan (and any amendments thereto) after the undersigned has approved the same in writing or through Board action (collectively, the Filings); and
- 2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Filings, complete and execute any amendments thereto, and timely file such Filings with the U.S. Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and 3. seek or obtain after being introduced by the undersigned, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information relevant to the Filings to each of the undersigned's attorneys-in-fact appointed by this Limited Power of Attorney and approves and ratifies any such release of information; and\*
- 4. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this August 5, 2022.

/s/ John Bosshart