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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no long	er subject to
Section 16. Form 4 or Fo	
obligations may continue	
Instruction 1(b).	

## 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

#### OMB APPROVAL OMB Number: 3235-0287

OND NUMBER.	5255-0201
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1. Name and Address of Reporting Person* <u>MOOG MATTHEW</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol OneSpan Inc. [OSPN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner			
(Last) 121 W WACKE	(First) R DR.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2020		Officer (give title below)	Other (specify below)			
SUITE 2050			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X	Form filed by One Report	ting Person			
CHICAGO	IL	60601			Form filed by More than ( Person	One Reporting			
(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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock, \$0.001 par value	02/01/2020		М		7,124	A	\$ <mark>0</mark>	55,384	D	

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

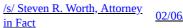
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of Expiration		Expiration Da	xpiration Date lonth/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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	Amount or Number of Shares				
Restricted Stock Units	(1)	02/01/2020		М			7,124	(2)	(3)	Common Stock	7,124	\$0	0	D	

Explanation of Responses:

1. The reporting person received a restricted stock unit grant on June 12, 2019. Each restricted stock unit represents a contingent right to receive one share of OneSpan's common stock.

2. The shares are deferred restricted stock units which vested on February 1, 2020.

3. Not applicable.



02/06/2020

\*\* 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.