

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>Worth Steven</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>General Counsel</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2021</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		
<u>121 W. WACKER 20TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>CHICAGO IL 60601</u>								
(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	07/15/2021		M		2,355	A	\$23.65	28,374	D	
Common Stock, \$0.001 par value	07/15/2021		F		691 <sup>(4)</sup>	D	\$23.65	27,683	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	11,624		11,624	D	
Restricted Stock Units	(5)	07/15/2021		M			2,355	(3)	(4)	Common Stock	14,133	\$23.65	11,778	D	
Restricted Stock Units	(6)							(3)	(4)	Common Stock	7,305		7,305	D	
Performance Stock Units	(7)							(7)	12/31/2023	Common Stock	17,436		17,436	D	
Performance Stock Units	(8)							(8)	12/31/2022	Common Stock	14,134		14,134	D	
Performance Stock Units	(9)							(9)	12/31/2021	Common Stock	21,914		21,914	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 February 18, 2021. Each restricted stock unit represents a contingent right to receive one share of OneSpan's common stock.
- The shares are restricted stock units and vest pro-rata over four years on the semi-annual anniversaries of the grant date.
- Not applicable.
- The reporting person received a restricted stock unit grant on May 1, 2020. Each restricted stock unit represents a contingent right to receive one share of OneSpan's common stock.
- 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.
- The reporting person received a performance stock unit grant on February 18, 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.
- The reporting person received a performance stock unit grant on June 1, 2020. 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.
- The reporting person received a performance stock unit grant on August 1, 2019. 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.

**Remarks:**

In total, the reporting person beneficially owns 27,683 non-derivative securities and 84,191 derivative securities.

/s/ Steven R. Worth

07/19/2021

\*\* 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.