SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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
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| 1. Name and Address of Reporting Person*

 Nietzel Alfred A

 (Last)　(First)　(Middle)

 1 MARINA PARK DRIVE
 UNIT 1410

 (Street)

 BOSTON　　MA　　02210

 (City)　(State)　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 OneSpan Inc. [OSPN]

 3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2025

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 ☑ Director　　10% Owner

 Officer (give title below)　　Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)

 ☑ Form filed by One Reporting Person

 Form filed by More than One Reporting Person |

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			

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	Amount or Number of Shares				
Restricted Stock Units	$0.00[1]	01/02/2025		A		6,635		[2]	[2]	Common Stock	6,635	$0.00[1]	6,635	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of OSPN common stock.

2. The securities acquired are deferred restricted stock units which will vest on January 2, 2026, subject to the terms and conditions of the award agreement. Once they have vested, the shares underlying these deferred restricted stock units will be delivered to the reporting person on the earlier to occur of the reporting person's cessation of service on the issuer's Board of Directors or a change of control of the issuer.

Remarks:

/s/ Lara Mataac, Attorney in Fact	01/06/2025
** Signature of Reporting Person	Date