

NOVATEL WIRELESS INC
Form 4
March 30, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HC2 Holdings, Inc.

2. Issuer Name and Ticker or Trading Symbol
NOVATEL WIRELESS INC [MIFI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
460 HERNDON PARKWAY,
SUITE 150

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2015

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

HERNDON, VA 20170

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	03/26/2015		X	3,824,600	A \$ 2.26	11,437,799	D ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Warrants to Purchase Common Stock (right to buy)	\$ 2.26	03/26/2015		X	3,824,600	03/08/2015 09/08/2019	Common Stock	
Warrants to Purchase Common Stock (right to buy)	\$ 5.5	03/26/2015		J ⁽²⁾	1,593,583	09/26/2015 03/26/2020	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HC2 Holdings, Inc. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170		X		
HC2 Holdings 2, Inc. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170		X		

Signatures

HC2 Holdings, Inc. By /s/ Andrea L. Mancuso, General Counsel and Corporate Secretary 03/30/2015

__Signature of Reporting Person Date

HC2 Holdings 2, Inc. By /s/ Mesfin D. Demise, Chief Financial Officer 03/30/2015

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

The securities of Novatel Wireless Inc. (the "Issuer") reported herein are held directly by HC2 Holdings 2, Inc. ("HC2 Holdings"). HC2 Holdings is a wholly owned subsidiary of HC2 Holdings, Inc. ("HC2"). HC2 disclaims any beneficial ownership of the shares held directly by HC2 Holdings except to the extent it has actual voting or investment control of such shares.

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- As an inducement for HC2 Holdings to exercise the warrants issued on September 8, 2014, the Issuer issued HC2 Holdings an additional
- (2) warrant to purchase 1,593,583 shares of the Issuer's common stock, at a strike price of \$5.50 (the "New Warrants"). HC2 Holdings paid no separate consideration to the Issuer for the New Warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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