

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>HC2 Holdings, Inc.</u> (Last) (First) (Middle) <u>460 HERNDON PARKWAY, SUITE 150</u> (Street) <u>HERNDON VA 20170</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NOVATEL WIRELESS INC [MIFI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/26/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 ⁽¹⁾	03/26/2015		X		3,824,600	A	\$2.26	11,437,799	D ⁽¹⁾	

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				
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	3,824,600	\$0	0	D ⁽¹⁾	
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	1,593,583	(2)	1,593,583	D ⁽¹⁾	

1. Name and Address of Reporting Person*
HC2 Holdings, Inc.
 (Last) (First) (Middle)
460 HERNDON PARKWAY, SUITE 150
 (Street)
HERNDON VA 20170
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HC2 Holdings 2, Inc.
 (Last) (First) (Middle)
460 HERNDON PARKWAY, SUITE 150
 (Street)
HERNDON VA 20170
 (City) (State) (Zip)

Explanation of Responses:

- 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.
- As an inducement for HC2 Holdings to exercise the warrants issued on September 8, 2014, the Issuer issued HC2 Holdings an additional 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.

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

[HC2 Holdings 2, Inc. By /s/
Mesfin D. Demise, Chief
Financial Officer](#)

[03/30/2015](#)

** 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.