

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): August 31, 2015

NOVATEL WIRELESS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-31659
(Commission file number)

86-0824673
(I.R.S. Employer
identification number)

9645 Scranton Road, San Diego, California 92121
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (858) 812-3400

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) As described in Item 5.07 below, at a special meeting of the stockholders of Novatel Wireless, Inc., a Delaware corporation (the “Company”), held on August 31, 2015 (the “Special Meeting”), the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company’s common stock (the “Certificate of Amendment”).

The Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware and it became effective on September 1, 2015. The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) On August 31, 2015, the Company’s stockholders voted on certain matters at the Special Meeting.

(b) At the Special Meeting, the Company’s stockholders were asked:

- To approve an amendment to the Amended and Restated Certificate of Incorporation of the Company to increase the number of authorized shares of the Company’s common stock from 100,000,000 shares to 150,000,000 shares; and
- To approve the use of proceeds raised from the issuance of the Company’s 5.50% Convertible Senior Notes due 2020 in the private placement that closed on June 10, 2015 to fund the acquisition of DigiCore Holdings Limited (“DigiCore”), as required by and in accordance with the applicable rules of The NASDAQ Stock Market LLC.

These proposals are set out in more detail in the Company’s definitive proxy statement, filed with the Securities and Exchange Commission on July 30, 2015. The results with respect to the proposals were as follows:

Proposal	Vote Results	Vote Type	Voted	Voted (%)	O/S (%)
Increase Authorized Share Amount	APPROVED	For	44,886,026	93.18	85.54
		Withheld	3,005,749	6.24	5.73
		Abstain	277,140	0.58	0.53
		Non-Votes	—	—	—
Fund Acquisition of DigiCore	APPROVED	For	25,934,388	96.22	49.43
		Against	1,010,011	3.75	1.92
		Abstain	9,315	0.03	0.02
		Non-Votes	21,215,201		40.43

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Novatel Wireless, Inc.

By: /s/ Lance Bridges

Lance Bridges

*Senior Vice President, General
Counsel and Secretary*

Date: September 3, 2015

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NOVATEL WIRELESS, INC.**

NOVATEL WIRELESS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Novatel Wireless, Inc.
2. The date on which the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware was April 26, 1996.
3. The Corporation's Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 21, 2000 (as amended, the "Amended and Restated Certificate of Incorporation").
4. The Board of Directors of the Corporation (the "Board"), acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend and restate Section (A) of the FOURTH article of the Amended and Restated Certificate of Incorporation to read in its entirety as follows:

“(A) The Corporation is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the Corporation is authorized to issue is One Hundred Fifty-Two Million (152,000,000) shares each with a par value of \$0.001 per share. One Hundred Fifty Million (150,000,000) shares shall be Common Stock and Two Million (2,000,000) shares shall be Preferred Stock.”

5. Thereafter, pursuant to a resolution of the Board, this amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Novatel Wireless, Inc. has caused this Certificate of Amendment to be signed by its duly authorized officer this 1st day of September 2015.

NOVATEL WIRELESS, INC.

By: /s/ Lance Bridges
Lance Bridges
*Senior Vice President, General
Counsel and Secretary*