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

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**POST EFFECTIVE  
AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Novatel Wireless, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
Of incorporation or organization)

**86-0824673**  
(I.R.S. Employer  
Identification)

**9255 Towne Centre Drive  
San Diego, California 92121  
(858) 320-8800**

(Address of principal executive offices, including zip code, and phone number, including area code)

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**2000 EMPLOYEE STOCK PURCHASE PLAN  
AMENDED AND RESTATED 1997 EMPLOYEE STOCK OPTION PLAN  
2000 STOCK INCENTIVE PLAN  
(FULL TITLE OF THE PLANS)**

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**Melvin L. Flowers,  
Senior Vice President, Finance, Chief Financial Officer and Secretary  
9255 Towne Centre Drive  
San Diego, California 92121  
(858) 320-8800**

(Name, address, including zip code, telephone number, including area code, of Agent for service)

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**CALCULATION OF REGISTRATION FEE**

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Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum aggregate price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, par value \$.001 per share	4,222,743 shares	\$ 3.59	\$ 15,159,647.37	\$ 1,226.42

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- (1) The registrant previously filed a registration statement on Form S-8 (File No. 333-53692), on January 12, 2001, in order to register 1,153,182 shares of common stock (as adjusted to reflect the Company's 1-for-15 reverse stock split), subject to annual adjustment and subject to adjustment in the event of stock splits and other similar events. This filing is solely to register 4,222,743 additional shares, which may be issued pursuant to the amended and restated 2000 Stock Incentive Plan.
- (2) Estimated solely for the purposes of calculating the registration fee. In accordance with Rules 457(c) and (h), the price shown is based upon (i) 2,869,389 shares offered pursuant to options currently outstanding which are exercisable, when vested, at the following prices: 3,000 shares at \$2.47, 2,775,389 shares at \$2.65 per share, 5,000 shares at \$3.30, 85,000 shares at \$4.50 per share, and 1,000 shares at \$5.46 (ii) 1,353,354 shares reserved for issuance upon exercise of options which may be granted in the future at the proposed offering price of \$5.46 which has been determined based upon the average of the high and low prices reported for the Registrant's Common Stock on The Nasdaq SmallCap Market on October 2, 2003 .
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

Novatel Wireless, Inc. (the "Company" or the "Registrant") hereby incorporates by reference in this registration statement the following documents:

(a) The Company's latest annual report on Form 10-K and 10-K/A filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), containing audited financial statements for the Company's latest fiscal year ended December 31, 2002 as filed with the Securities and Exchange Commission on March 31, 2003 and April 30, 2003.

(b)

- our quarterly report on Form 10-Q, filed on May 15, 2003;
- our quarterly report on Form 10-Q, filed on August 14, 2003;
- our current reports on Form 8-K, filed on May 9, 2003 and July 30, 2003; and
- the description of our capital stock contained in our registration statements filed on Form S-1 on July 28, 2000, as amended, on Form S-3 on January 22, 2002, as amended, on Form S-3 on October 18, 2002, as amended, and on Form S-3 on September 30, 2003, including any amendment or report filed for the purpose of updating that description.

We have filed a registration statement on Form S-8 with the SEC relating to the shares of common stock covered by this prospectus. This prospectus is part of the registration statement and does not contain all the information in the registration statement. Whenever a reference is made in this prospectus to a contract or other document of Novatel Wireless, please be aware that the reference is only a summary and that you should refer to the exhibits that are a part of the registration statement for a copy of the document.

(c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

Item 4. Description of Securities

The class of securities to be offered is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel

The validity of the common stock offered hereby will be passed upon for the Company by Patrick T. Waters, the Company's General Counsel. Mr. Waters owns 540 shares of the Company's common stock and holds options to purchase 106,666 shares of common stock.

Item 6. Indemnification of Directors and Officers

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Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporations' board of directors to grant, indemnification to directors and officers in terms sufficiently broad to permit such indemnification under some circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Article XIV of our amended and restated certificate of incorporation and Article VI of our bylaws provide for maximum extent permitted by Delaware law. In addition, we have entered into indemnification agreements with our officers and directors. Our amended and restated certificate of incorporation provides that subject to Delaware law, our directors will not be personally liable for monetary damages awarded as a result of a breach of their fiduciary duty owed to Novatel Wireless, Inc. and its stockholders. This provision does not eliminate our directors' fiduciary duty and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law.

The Registrant's 2000 Stock Incentive Plan contains indemnification provisions indemnifying the board of directors, and the committee appointed by the board to administer the plan, for any and all losses, claims, damages or liabilities (including attorneys' fees and amounts paid, with the approval of the board of directors, in settlement of any claim) arising out of or resulting from the implementation of a duty, act or decision with respect to administration of the plan, except those involving gross negligence or willful misconduct.

### Item 7. Exemption From Registration Claimed

Inapplicable.

### Item 8. Exhibits

See Exhibit Index.

### Item 9. Undertakings

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the

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Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



**EXHIBIT INDEX**

4.1	Reference is made to Registrant's registration statement No. 000-31659 on Form 8-A(12) (g), together with any exhibits thereto, which are incorporated herein by reference pursuant to Item 3(b) to this registration statement.
5	Opinion re: legality
23.1	Consent of In-House Counsel (included in Exhibit 5)
23.2	Consent of KPMG LLP
23.3	Notice Regarding Consent of Arthur Andersen LLP
24	Power of Attorney (included in signature page to this registration statement)

**Exhibit 5**

**Opinion re: legality**

October 7, 2003

Novatel Wireless, Inc.  
9255 Towne Centre Drive  
San Diego, CA 92121

Ladies and Gentlemen:

This opinion is being furnished to you in connection with Amendment No. 1 to a Registration Statement (File No. 333-53692) on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of 4,222,743 additional shares of the common stock, \$0.001 par value per share (the "Shares"), of Novatel Wireless, Inc. (the "Company"). The Shares are to be issued and sold from time to time pursuant to the Company's Amended and Restated 2000 Stock Incentive Plan (the "Plan").

As the Company's General Counsel, I am familiar with the proceedings that the Company and its stockholders have taken in connection with the authorization, reservation and registration of the Shares.

I have examined those instruments, documents and records which I have deemed relevant and necessary for the basis of the opinion hereinafter expressed. In such examination, I have assumed the following: (i) the authenticity of original documents and the genuineness of all signatures, (ii) the conformity to the originals of all documents submitted to me as copies, and (iii) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates that I have reviewed in connection herewith.

Based upon the foregoing, it is my opinion that the Shares have been duly authorized and, when issued and sold in accordance with the terms of the Plan, at prices in excess of the par value thereof, will be validly issued, fully paid and nonassessable shares of capital stock of the Company.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Very truly yours,

/s/ PATRICK T. WATERS

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Patrick T. Waters  
General Counsel  
Novatel Wireless, Inc.



**Exhibit 23.2**

**Independent Auditors' Consent**

The Board of Directors  
Novatel Wireless, Inc.:

We consent to the use of our report dated March 14, 2003, with respect to the consolidated balance sheet of Novatel Wireless, Inc. and subsidiaries as of December 31, 2002, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended, incorporated herein by reference.

Our report dated March 14, 2003 refers to revisions that were applied to the consolidated financial statements to retroactively reflect a 1-for-15 reverse stock split of Novatel Wireless, Inc.'s common stock approved on October 29, 2002. Additionally, our report dated March 14, 2003 contains an explanatory paragraph that states that the Company has incurred significant losses from operations in each period since inception and has used substantially all of its cash resources to fund such losses, which raises substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ KPMG LLP

San Diego, California  
October 7, 2003

**NOTICE REGARDING CONSENT OF ARTHUR ANDERSEN LLP**

Section 11(a) of the Securities Act (the "Securities Act"), provides that if any part of a registration statement at the time such part becomes effective contains an untrue statement of a material fact or an omission to state a material fact required to be stated therein or necessary to make the statements therein not misleading, any person acquiring a security pursuant to such registration statement (unless it is proved that at the time of such acquisition such person knew of such untruth or omission) may sue, among others, every accountant who has consented to be named as having prepared or certified any part of the registration statement, or as having prepared or certified any report or valuation which is used in connection with the registration statement, with respect to the statement in such registration statement, report or valuation which purports to have been prepared or certified by the accountant.

As previously disclosed in the Company's Form 8-K filed on July 17, 2002, the Company dismissed Arthur Andersen LLP as its independent public accountants and announced that the company had appointed KPMG LLP to replace Arthur Andersen LLP as its independent public accountants.

Novatel's understanding is that the staff of the Securities and Exchange Commission has taken the position that it will not accept consents from Arthur Andersen LLP if the engagement partner and the manager for the Novatel audit are no longer with Arthur Andersen LLP. Both the engagement partner and the manager for the Novatel audit are no longer with Arthur Andersen LLP. As a result, Novatel has been unable to obtain Arthur Andersen LLP's written consent to the incorporation by reference into the Registration Statements of its audit report with respect to Novatel's financial statements as of December 31, 2001 and 2000 for the years then ended.

Under these circumstances, Rule 437a under the Securities Act permits Novatel to file this Form 10-K without a written consent from Arthur Andersen LLP. As a result, however, Arthur Andersen LLP will not have any liability under Section 11(a) of the Securities Act for any untrue statements of a material fact contained in the financial statements audited by Arthur Andersen LLP or any omissions of a material fact required to be stated therein. Accordingly, you would be unable to assert a claim against Arthur Andersen LLP under Section 11(a) of the Securities Act for any purchases of securities under the Registration Statements made on or after the date of this Form 10-K. To the extent provided in Section 11(b)(3)(C) of the Securities Act, however, other persons who are liable under Section 11(a) of the Securities Act, including the Company's officers and directors, may still rely on Arthur Andersen LLP's original audit reports as being made by an expert for purposes of establishing a due diligence defense under Section 11(b) of the Securities Act.