

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SOUISSI SLIM S</u> (Last) (First) (Middle) <u>9645 SCRANTON ROAD</u> <u>SUITE 205</u> (Street) <u>SAN DIEGO CA 92121</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">President & COO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/14/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			
Common Stock	03/14/2015		M ⁽¹⁾		77,966	A	\$0.0	426,220	D	
Common Stock	03/14/2015		F ⁽²⁾		29,293	D	\$4.76	396,927	D	
Common Stock	03/16/2015		A		110,200 ⁽³⁾	A	\$0.0 ⁽⁴⁾	507,127	D	
Common Stock	03/16/2015		A		19,094 ⁽⁵⁾	A	\$0.0 ⁽⁴⁾	526,221	D	

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				
Non-Qualified Stock Option (right to buy)	\$4.54	03/16/2015		A		177,125		⁽⁶⁾	03/16/2025	Common Stock	177,125	\$0.0	177,125	D	
Restricted Stock Units	⁽⁷⁾	03/14/2015		M		77,966		⁽³⁾	⁽³⁾	Common Stock	77,966	\$0.0	155,932	D	

Explanation of Responses:

- Reflects partial vesting of Restricted Stock Units (RSU's) previously awarded to the Reporting Person.
- Automatic disposition of shares back to Issuer (and subsequent cancellation thereof) solely to satisfy immediate payroll tax withholding obligation triggered by the vesting of restricted stock. The Reporting Person received no proceeds from this transaction.
- These Restricted Stock Units vest one-third annually beginning on the first anniversary of the award date.
- Each Restricted Stock Unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- Reporting Person was awarded 19,094 Restricted Stock Units. 1,004 of these RSUs vest on April 2, 2015. The remaining RSUs vest in 9 equal monthly installments beginning on April 2, 2015.
- This option shall vest over three (3) years, one-third of which shall vest on the one-year anniversary of the grant date, followed by 24 months of ratable monthly vesting.
- Converts into Common Stock on a one-for-one basis.

/s/ Michael Newman, Attorney-in-fact 03/17/2015

** 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.

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