

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>HC2 Holdings, Inc.</u>			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) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>460 HERNDON PARKWAY, SUITE 150</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HERNDON VA 20170</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
<u>Common Stock</u>	<u>11/17/2014</u>		<u>C</u>		<u>871,960</u>	<u>A</u>	<u>(1)</u>	<u>8,235,294</u>	<u>D(2)(3)</u>		

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					
<u>Series C Convertible Preferred Stock</u>	<u>(1)</u>	<u>11/17/2014</u>		<u>C</u>		<u>87,196(1)</u>		<u>11/17/2014</u>	<u>(4)</u>	<u>Common Stock</u> <u>871,960</u>	<u>\$0.00</u>	<u>0</u>	<u>D(2)(3)</u>	

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*
FALCONE PHILIP

(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)

(City)

(State)

(Zip)

Explanation of Responses:

1. Pursuant to the terms of the Preferred Stock, 87,196 shares of Series C Convertible Preferred Stock held by HC2 Holdings 2, Inc. ("HC2 Holdings") converted into 870,196 shares of Novatel Wireless, Inc. common stock ("Common Stock").
2. The securities of the Issuer reported herein are held directly by HC2 Holdings. HC2 Holdings is a wholly owned subsidiary of HC2 Holdings, Inc. ("HC2"). Mr. Philip A. Falcone is the President, Chief Executive Officer and Chairman of the Board of Directors of HC2 and the Chief Executive Officer and Chairman of the Board of Directors of Harbinger Group Inc., which beneficially owns 24.2% of the outstanding common stock of HC2. Mr. Falcone beneficially owns 27.6% of the outstanding common stock of HC2. Neither HC2 nor Mr. Falcone owns directly any securities of the Issuer. However, as a result of HC2's ownership of all of HC2 Holdings' equity and Mr. Falcone's position with HC2, HC2 and Mr. Falcone may be deemed to beneficially own the securities of the Issuer directly and a pecuniary interest in such shares owned by HC2 Holdings.
3. Each of HC2 and Mr. Falcone disclaim beneficial ownership of the shares held directly by HC2 Holdings except to the extent he or it has actual voting or investment control of such shares.
4. The Preferred Stock had no expiration date.

Remarks:

HC2 Holdings, Inc., By: /s/
Andrea L. Mancuso, Acting
General Counsel and Corporate
Secretary 11/19/2014

HC2 Holdings 2, Inc., By: /s/
Mesfin Demise, Chief Financial
Officer 11/19/2014

/s/ Philip A. Falcone 11/19/2014

** 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.