

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 15, 2008 (August 13, 2008)

NOVATEL WIRELESS, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

000-31659
(Commission File Number)

86-0824673
(IRS Employer
Identification No.)

9645 Scranton Road
San Diego, CA 92121
(Address of Principal Executive Offices, including 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))

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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 15, 2008, Novatel Wireless, Inc. (the "Company") issued a press release reporting that the Company received a Staff Determination Letter on August 13, 2008 from The Nasdaq Stock Market indicating that as a result of the Company's failure to file its Quarterly Report on Form 10-Q for its quarter ended June 30, 2008 (the "Form 10-Q") with the Securities and Exchange Commission, the Company is not in compliance with the Nasdaq requirements for continued listing set forth in Nasdaq Marketplace Rule 4310(c)(14). Nasdaq Marketplace Rule 4310(c)(14) requires the Company to make all filings with the Securities and Exchange Commission on a timely basis, as required by the Securities Exchange Act of 1934, as amended. The letter states that such non-compliance serves as an additional basis for delisting the Company's securities from The Nasdaq Stock Market and requests that the Company present its views on the matter in a written submission to be made to the Nasdaq Listings Qualifications Panel (the "Panel") no later than August 20, 2008, which the Company intends to timely submit.

The Company delayed filing its Quarterly Report on Form 10-Q for the quarters ended March 31st and June 30, 2008 as a result of the self-initiated expanded review undertaken by the Company and its Audit Committee of the Company's revenue cut off procedures, internal controls and accounting related to certain customer contracts, which review is ongoing. On July 17, 2008, the Company met with the Panel to request an extension of its conditional listing. The Panel subsequently granted an extension to its conditional listing until October 17, 2008.

A copy of the press release issued by the Company on August 15, 2008 announcing its receipt of this Staff Determination Letter from The Nasdaq Stock Market is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated in this Item 3.01 by reference.

This Current Report on Form 8-K contains forward-looking statements that reflect the Company's current view with respect to future events and performance. These forward-looking statements are only predictions based on current information and expectations and are subject to certain risks and uncertainties, including, but not limited to: the results of the review of the Company's revenue cut off procedures and internal controls related to certain customer contracts; the impact of any actions that may be taken or required as a result of such review; the effect of the Company's failure to timely file all required reports under the Securities Exchange Act of 1934, as amended; the potential delisting of the Company's common stock from The Nasdaq Stock Market; the risks that may be associated with potential claims and proceedings relating to such matters; and other risks described in the Company's filings with the Securities and Exchange Commission. More information about potential factors that could affect the Company's business and financial results is included under "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, and the Company's other filings with the Securities and Exchange Commission. Actual results could differ materially, as a result of such factors, from those set forth in the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Company undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date any such statement is made.

Item 8.01 Other Events.

The information disclosed in Item 3.01 above is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release of Novatel Wireless, Inc. issued on August 15, 2008

SIGNATURES

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

Novatel Wireless, Inc.

Date: August 15, 2008

By: /s/ Catherine F. Ratcliffe

Catherine F. Ratcliffe

Senior Vice President of Business Affairs and General Counsel



**NOVATEL WIRELESS RECEIVES NOTICE FROM NASDAQ DUE TO
LATE FILING OF FORM 10-Q**

SAN DIEGO, August 15, 2008 – Novatel Wireless, Inc. (Nasdaq: NVTL) announced today that due to the delay in the filing of its Quarterly Report on Form 10-Q for its quarter ended June 30, 2008, it has received, as expected, a Nasdaq Staff Determination Letter indicating that the Company is not in compliance with the Nasdaq continued listing requirements set forth in Nasdaq Marketplace Rule 4310(c)(14).

The Company delayed filing its Quarterly Report on Form 10-Q for the quarters ended March 31st and June 30, 2008 as a result of the self-initiated expanded review undertaken by the Company and its Audit Committee of the Company's revenue cut off procedures, internal controls and accounting related to certain customer contracts, which review is ongoing. On July 17, 2008, the Company met with the NASDAQ Listing Qualifications Panel to request an extension of its conditional listing. The Panel subsequently granted an extension to its conditional listing until October 17, 2008. The Company intends to file its Quarterly Reports on Form 10-Q as soon as practicable after completion of the review.

ABOUT NOVATEL WIRELESS

Novatel Wireless, Inc. is revolutionizing wireless communications. The company is a leader in the design and development of innovative wireless broadband access solutions based on 3G WCDMA (HSPA & UMTS), CDMA and GSM technologies. Novatel Wireless' MerlinTM PC Cards and ExpressCards, Expedite[®] Embedded Modules, MobiLinkTM Communications Software Suite, OvationTM Fixed Mobile Convergence Products and ConversaTM Software Suite enable high-speed wireless Internet access. The company delivers innovative 3G solutions to operators, distributors and vertical markets worldwide. Headquartered in San Diego, California, Novatel Wireless is listed on NASDAQ: NVTL. For more information please visit www.novatelwireless.com. (NVTLG).

Forward Looking Statements

This press release contains forward-looking statements that reflect the Company's current view with respect to future events and performance. These forward-looking statements are only predictions based on current information and expectations and are subject to certain risks and uncertainties, including, but not limited to: the results of the review of the Company's revenue cut off procedures and internal controls related to certain customer contracts; the impact of any actions that may be taken or required as a result of such review; the effect of the Company's failure to timely file all required reports under the Securities

Exchange Act of 1934, as amended; the potential delisting of the Company's common stock from The Nasdaq Stock Market; the risks that may be associated with potential claims and proceedings relating to such matters; and other risks described in the Company's filings with the Securities and Exchange Commission. More information about potential factors that could affect the Company's business and financial results is included under "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, and the Company's other filings with the Securities and Exchange Commission. Actual results could differ materially, as a result of such factors, from those set forth in the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Company undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date any such statement is made.

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