

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

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**FORM 8-K**

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

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Date of Report (Date of earliest event reported): February 20, 2008

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**NOVATEL WIRELESS, INC.**

(Exact name of Registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction or  
incorporation or organization)

**COMMISSION FILE:**  
000-31659

**86-0824673**  
(I.R.S. Employer  
Identification No.)

**9645 Scranton Road**  
**San Diego, CA 92121**  
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 320-8800

**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 (see General Instruction A.2. below):

- 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 2.02. Results of Operations and Financial Condition**

The information in this Form 8-K that is furnished under “Item 2.02. Results of Operations and Financial Condition” and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. It may be incorporated by reference in a filing under the Exchange Act or the Securities Act of 1933, as amended only if such filing specifically references this Form 8-K.

On February 20, 2008, Novatel Wireless, Inc. announced its financial results for the fourth quarter ended December 31, 2007 in a press release dated February 20, 2008. The press release is attached as Exhibit 99.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

The following exhibit is furnished with this Report:

99.1 Press release dated February 20, 2008 containing financial results for Novatel Wireless, Inc. for the fourth quarter ended December 31, 2007.

**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: February 20, 2008

By: /s/ Brad Weinert  
Brad Weinert  
President

**EXHIBIT INDEX**

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	Press Release, dated February 20, 2008 containing financial results for Novatel Wireless, Inc. for the fourth quarter ended December 31, 2007.



**NOVATEL WIRELESS ANNOUNCES FOURTH QUARTER AND FY2007 RESULTS**  
**Revenues Increase 97% in 2007 and 53% in Q4**  
**GAAP Net Income Reaches \$1.19 per Diluted Share in 2007; More than Triples in**  
**Q4 Y-Y to \$0.34 per Diluted Share**

SAN DIEGO, CA—February 20, 2008—Novatel Wireless, Inc. (Nasdaq: NVTL), a leading provider of wireless broadband access solutions, today announced financial results for the fourth quarter and year ended December 31, 2007. Novatel Wireless reported fourth quarter revenue increased 53% to \$118 million compared to the fourth quarter ended December 31, 2006. Net income on a generally accepted accounting principles (GAAP) basis increased to \$11.1 million or \$0.34 per diluted share, compared to GAAP net income of \$2.6 million or \$0.09 per diluted share in the prior year period. GAAP net income includes \$2.0 million in stock-based compensation expenses, net of income tax. Excluding these charges, non-GAAP net income was \$13.1 million or \$0.40 per diluted share, compared to non-GAAP net income of \$4.4 million or \$0.14 per diluted share for the prior year period.

For the full year, the Company reported revenue of \$430 million, GAAP net income of \$38.4 million or \$1.19 per diluted share, and non-GAAP net income of \$45.3 million or \$1.40 per diluted share.

“Novatel Wireless delivered outstanding 2007 results with 97% revenue growth year over year, and record order growth driven by our industry-leading USB products,” said Peter Leparulo, executive chairman of Novatel Wireless. “Our ability to bring highly innovative products to market well ahead of our competitors has been key to our success. During the year, we introduced seven new products, including two generations of USB products, and made significant progress on our goal to steadily increase our product momentum throughout EMEA. As we enter 2008, our innovation pipeline is in excellent shape, we are focused on profitable growth, and we will continue to execute on our long-term diversification strategy. During 2007, cash and investments increased by \$69 million and our balance sheet is strong with \$153 million in cash and investments, or \$4.61 per diluted share, with no debt.”

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**Financial Results Summary (Unaudited)**

<u>Q4 GAAP</u>	<u>Q4 2007</u>	<u>Q4 2006</u>
Revenue	\$ 118.0M	\$ 77.0M
Gross Margin	29.9%	26.6%
OpEx (% of Rev)	17.3%	23.3%
Income Taxes*	\$ 5.4M	\$ 1.1M
Net Income	\$ 11.1M	\$ 2.6M
EPS - Diluted	\$ 0.34	\$ 0.09
<u>Q4 Non-GAAP</u>	<u>Q4 2007</u>	<u>Q4 2006</u>
Income Taxes*	\$ 6.2M	\$ 1.9M
Net Income	\$ 13.1M	\$ 4.4M
EPS - Diluted	\$ 0.40	\$ 0.14
<u>FY GAAP</u>	<u>2007</u>	<u>2006</u>
Revenue	\$429.9M	\$ 218.0M
Gross Margin	30.4%	25.3%
OpEx (% of Rev)	17.9%	28.3%
Income Taxes*	\$ 21.6M	(\$ 2.7M)
Net Income	\$ 38.4M	\$ 443,000
EPS - Diluted	\$ 1.19	\$ 0.01
<u>FY Non-GAAP</u>	<u>2007</u>	<u>2006</u>
Income Taxes*	\$ 24.1M	(\$ 99,000)
Net Income	\$ 45.3M	\$ 7.8M
EPS - Diluted	\$ 1.40	\$ 0.26

A full reconciliation from GAAP to Non-GAAP Net Income can be found on page 10.

\* The Company is in the process of finalizing its tax provision and these amounts may change.

**2007 Business Highlights**

- Delivered award-winning, patent-pending small form factor second generation USB products for worldwide markets, based on CDMA EV-DO Rev A and HSDPA/HSUPA.
- Shipped industry's first and smallest 2-in-1 Mobile Broadband second generation USB device for worldwide markets, based on CDMA EV-DO Rev A.
- Introduced a family of HSDPA/HSUPA products, including the world's first HSUPA Express mini card embedded modules and another patent-pending module with an integrated SIM. These products feature advanced wireless functionalities including antennae diversity, advanced receiver technology, increased bandwidth and throughput performance up to 7.2 Mbps, as well as location-based GPS functionality.
- Strengthened intellectual property position with two issued and 12 new patent applications, bringing the total portfolio to 34 issued U.S. and international patents.
- Increased momentum in embedded products with approximately 45 platforms now supported with leading PC and device manufacturers worldwide.
- Launched strategic initiative to deliver mobile computing applications and services, including Location Based Services, enhanced wireless notebook capabilities, computer asset tracking, and IP-based voice and multimedia applications.

- Delivered first-to-market CDMA EV-DO Rev. A PC/Express cards and first generation USB products to major North American carriers.

### First Quarter 2008 Outlook

The following statements are forward-looking and actual results may differ materially. Please see the section titled, "Cautionary Note Regarding Forward-Looking Statements" at the end of this press release for a description of risks. Please see the Company's quarterly and annual reports on file with the Securities and Exchange Commission (SEC) for a more detailed description of risk factors.

The following table summarizes the Company's financial guidance for the first quarter of 2008, which is based on the Company's current business outlook as of the date of this press release. Revenue and earnings guidance for the first quarter of 2008 include expectations of strong demand for the Company's products, particularly its USB products, as well as assumptions about industry wide supply constraints on certain components. Non-GAAP earnings per diluted share are based on a projected tax rate of 36% and exclude FAS 123R share-based compensation expenses.

	<b>First Quarter 2008</b>
Revenue (in millions)	\$ 110
GAAP Earnings Per Share, Diluted	\$ 0.22
Adjustment:	
Share-based compensation expense, net of income taxes	\$ 0.05
<b>Non-GAAP Earnings Per Share, Diluted</b>	<b>\$ 0.27</b>

### Conference Call

The Company will host a live conference call for equity analysts and investors today to discuss its quarterly results at 4:30 p.m. ET. The conference call will be webcast live on the Novatel Wireless website at [www.novatelwireless.com](http://www.novatelwireless.com), under the "Investor Relations" section. Following the live webcast, an archived version will be available on the Novatel Wireless website. A telephonic replay of the conference call will also be available approximately two hours after the call and will be accessible for two business days. To hear the replay, parties in the United States and Canada should call 800-218-0530 and enter pass code 11107528. International parties should call 303-275-2170 and enter pass code 11107528.



**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 (HSDPA & UMTS), CDMA and GSM technologies. Novatel Wireless' Merlin™ PC Cards and ExpressCards, Expedite® Embedded Modules, MobiLink™ Communications Software Suite, Ovation™ Fixed Mobile Convergence Products and Conversa™ 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](http://www.novatelwireless.com). (NVTLG)

**Cautionary Note Regarding Forward-Looking Statements**

Some of the information presented in this release constitutes forward-looking statements based on management's current expectations, assumptions, estimates and projections. In this context, forward-looking statements often address expected future business and financial performance and often contain words such as "may," "estimate," "anticipate," "believe," "expect," "intend," "plan," "project," "will" and similar words and phrases indicating future results. Forward-looking statements, including without limitation, the information above under "Fourth Quarter 2007 Outlook", involve risks and uncertainties that could cause actual results to differ materially from those anticipated in such forward-looking statements. The Company therefore cannot guarantee future results, performance or achievements.

Factors that could cause actual results to differ materially from Novatel Wireless' expectations are set forth as risk factors in the Company's SEC reports and filings and include, without limitation, (1) the future demand for wireless broadband access to data, (2) the future growth of wireless wide-area networking, (3) changes in commercially adopted wireless transmission standards and technologies, (4) continued acceptance of the Company's current products and market demand for the Company's anticipated new product offerings in 2008, (5) increased competition and pricing pressure from current or new wireless market participants, (6) dependence on third party manufacturers in Asia and key component suppliers worldwide, (7) unexpected liabilities or expenses, (8) the Company's ability to introduce new products in a timely manner, (9) litigation, regulatory and IP developments related to our products or component parts of our products, (10) dependence on a small number of customers, (11) the effect of changes in accounting standards and in aspects of our critical accounting policies and (12) the Company's plans and expectations relating to strategic relationships, international expansion, software and hardware developments, personnel matters and cost containment initiatives.

These factors, as well as other factors detailed from time to time in the Company's SEC reports and filings (available at [www.sec.gov](http://www.sec.gov)), could cause actual results to differ materially. Novatel Wireless assumes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, except as otherwise required pursuant to applicable law and our on-going reporting obligations under the Securities Exchange Act of 1934, as amended.

**Non-GAAP Financial Measures; GAAP EPS**

Novatel Wireless has provided in this release financial information that has not been prepared in accordance with GAAP. Non-GAAP net income and diluted earnings per share exclude share-based compensation expenses, net of income taxes. Non-GAAP net income and diluted earnings per share assume a tax rate which management believes reflects its long-term effective tax rate. Novatel Wireless uses these non-GAAP financial measures internally in analyzing its financial results and making operating decisions and believes they are useful to investors, as a supplement to GAAP measures, in evaluating ongoing operating results and trends and in comparing its financial measures with other companies in Novatel Wireless' industry, many of which present similar non-GAAP financial measures to investors.

Non-GAAP net income and diluted earnings per share are supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. These non-GAAP financial measures are not intended to be used in isolation and, moreover, they should not be considered as a substitute for net income and diluted earnings per share or any other performance measure determined in accordance with GAAP. We present non-GAAP net income and diluted earnings per share because we consider each to be an important supplemental measure of our performance.

Management uses these non-GAAP financial measures to make operational decisions, evaluate the Company's performance, prepare forecasts and determine compensation. Further, management believes that both management and investors benefit from referring to these non-GAAP financial measures in assessing the Company's performance when planning, forecasting and analyzing future periods. The share-based compensation expenses are expected to vary depending on the number of new grants issued to both current and new employees, and changes in the Company's stock price, stock market volatility, expected option life and risk-free interest rates, all of which are difficult to estimate. In calculating non-GAAP net income and diluted earnings per share, management excludes share-based compensation expenses to facilitate its review of the comparability of the Company's operating performance on a period-to-period basis because such expenses are not, in management's review, related to the Company's ongoing operating performance. Management uses this view of its operating performance for purposes of comparison with its business plan and individual operating budgets and allocation of resources.

We further believe that these non-GAAP financial measures are useful to investors in providing greater transparency to the information used by management in its operational decision making. We believe that the use of non-GAAP net income and diluted earnings per share also facilitates a comparison of Novatel Wireless's underlying operating performance with that of other companies in our industry, which use similar non-GAAP financial measures to supplement their GAAP results.

Calculating non-GAAP net income and diluted earnings per share have limitations as an analytical tool, and you should not consider these measures in isolation or as substitutes for GAAP net income and diluted earnings per share. In the future, we expect to continue to incur expenses similar to the non-GAAP adjustments described above, and exclusion of these items in the presentation of our non-GAAP financial measures should not be construed as an inference that these costs are unusual, infrequent or non-recurring. Investors and potential investors are cautioned that there are material limitations associated with the use of non-GAAP financial measures as an analytical tool.

Some of the limitations in relying on non-GAAP net income and diluted earnings per share are:

- Other companies, including other companies in our industry, may calculate non-GAAP net income and diluted earnings per share differently than we do, limiting their usefulness as a comparative tool.
- The Company's income tax expense will be ultimately based on its GAAP taxable income and actual tax rates in effect, which may differ significantly from the effective tax rate used in our non-GAAP financial measures.

In addition, the adjustments to our GAAP financial measures reflect the exclusion of share-based compensation expenses that are recurring and will be reflected in the Company's financial results for the foreseeable future. The Company compensates for these limitations by providing specific information regarding the GAAP amount excluded from the non-GAAP financial measures. The Company further compensates for the limitations of our use of non-GAAP financial measures by presenting comparable GAAP measures more prominently. The Company evaluates the non-GAAP financial measures together with the most directly comparable GAAP financial measures.

Investors and potential investors are encouraged to review the reconciliation of non-GAAP financial measures contained within this press release with our GAAP net income and diluted earnings per share. For more information, see the consolidated statements of income and the "Reconciliation of GAAP Net Income to Non-GAAP Net Income" contained in this press release.

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For more information, contact:

**Contacts:**

Julie Cunningham  
Vice President, IR & Communications  
(858) 431-3711  
[ir@nvtl.com](mailto:ir@nvtl.com)

or

Mike Bishop  
The Blueshirt Group  
(415) 217-4968  
[mike@blueshirtgroup.com](mailto:mike@blueshirtgroup.com)

**NOVATEL WIRELESS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands)  
(unaudited)

		<i>As of</i>	<u>December 31,</u> 2007	<u>December 31,</u> 2006
<b>ASSETS</b>				
Current Assets:				
Cash and cash equivalents	\$		84,600	\$ 34,612
Marketable securities			68,412	48,071
Accounts receivable, net			71,943	47,774
Inventories			25,876	25,662
Deferred tax assets, net			8,716	5,931
Prepaid expenses and other			3,874	3,344
Total current assets			<u>263,421</u>	<u>165,394</u>
Property and equipment, net			22,151	15,501
Marketable securities			—	1,479
Intangible assets, net			1,535	2,411
Deferred tax assets, net			7,820	6,630
Other assets			315	230
			<u>\$ 295,242</u>	<u>\$ 191,645</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
Current liabilities:				
Accounts payable	\$		38,547	\$ 39,346
Accrued expenses			39,412	18,063
Total current liabilities			<u>77,959</u>	<u>57,409</u>
Capital lease obligations, long-term			362	—
Total liabilities			<u>78,321</u>	<u>57,409</u>
Stockholders' equity:				
Common stock			33	30
Additional paid-in capital			400,344	356,138
Accumulated other comprehensive loss			65	(31)
Accumulated deficit			<u>(183,521)</u>	<u>(221,901)</u>
Total stockholders' equity			<u>216,921</u>	<u>134,236</u>
			<u>\$ 295,242</u>	<u>\$ 191,645</u>

**NOVATEL WIRELESS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)  
(unaudited)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2007	2006	2007	2006
Revenue	\$118,012	\$77,016	\$429,903	\$217,972
Cost of revenue	82,748	56,567	299,014	162,749
Gross margin	35,264	20,449	130,889	55,223
Operating costs and expenses:				
Research and development	8,889	8,768	37,511	31,317
Sales and marketing	5,339	4,249	20,889	14,168
General and administrative	6,134	4,891	18,600	16,306
Total operating costs and expenses	20,362	17,908	77,000	61,791
Operating income (loss)	14,902	2,541	53,889	(6,568)
Other income (expense):				
Interest income and expense, net	1,634	982	5,592	2,898
Other income (expense), net	(31)	177	479	1,407
Income (loss) before income taxes	16,505	3,700	59,960	(2,263)
Provision (benefit) for income taxes	5,387	1,111	21,580	(2,706)
Net income	<u>\$ 11,118</u>	<u>\$ 2,589</u>	<u>\$ 38,380</u>	<u>\$ 443</u>
Per share data:				
Net income per share:				
Basic	\$ 0.34	\$ 0.09	\$ 1.22	\$ 0.01
Diluted	\$ 0.34	\$ 0.09	\$ 1.19	\$ 0.01
Weighted average shares used in computation of Net income per share:				
Basic	32,520	29,723	31,389	29,580
Diluted	33,168	30,224	32,313	30,058

Reconciliation of GAAP Net Income to Non-GAAP Net Income  
 Three Months Ended December 31, 2007  
 (in thousands, except per share data)

	<u>Net Income</u>	<u>Earnings Per Share, Diluted</u>
GAAP	\$ 11,118	\$ 0.34
Adjustment:		
Stock-based compensation expense, net of income taxes	2,023	0.06
Non-GAAP	<u>\$ 13,141</u>	<u>\$ 0.40</u>

Reconciliation of GAAP Net Income to Non-GAAP Net Income  
 Twelve Months Ended December 31, 2007  
 (in thousands, except per share data)

	<u>Net Income</u>	<u>Earnings Per Share, Diluted</u>
GAAP	\$ 38,380	\$ 1.19
Adjustment:		
Stock-based compensation expense, net of income taxes	6,873	0.21
Non-GAAP	<u>\$ 45,253</u>	<u>\$ 1.40</u>