

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.   1  )\*

Novatel Wireless, Inc.

\_\_\_\_\_  
(Name of Issuer)

Common Stock, \$ .001 Par Value

\_\_\_\_\_  
(Title of Class of Securities)

66987M109

\_\_\_\_\_  
(CUSIP Number)

November 27, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a  
reporting person's initial filing on this form with respect to  
the subject class of securities, and for any subsequent  
amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page  
shall not be deemed to be "filed" for the purpose of Section 18  
of the Securities Exchange Act of 1934 ("Act") or otherwise  
subject to the liabilities of that section of the Act but shall  
be subject to all other provisions of the Act (however, see the  
Notes).

CUSIP No. 66987M109                      13G                      Page 2 of 14

-----  
(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Fund III, L.P. ("The Fund") F13-3737427  
MGP Advisers Limited Partnership\* ("MGP") F13-3263120

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See  
Instructions)

(a) | |  
(b) |X|

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
NUMBER OF            (5) SOLE VOTING POWER    See Marx/Greenhouse  
SHARES

BENEFICIALLY        (6) SHARED VOTING POWER                      None  
OWNED BY

EACH                (7) SOLE DISPOSITIVE POWER    See Marx/Greenhouse

REPORTING            (8) SHARED DISPOSITIVE POWER                      None  
PERSON WITH:

-----  
(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

221,159(includes 1,198,052 warrants exercisable for 49,783  
common and 575 cvt Pfd convertible for 79,870 common)

-----  
(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.5  
-----

(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA  
-----

\* AWM Investment Company, Inc., a Delaware corporation is the General Partner of this entity.

CUSIP No. 66987M109                      13G                      Page 3 of 14  
-----

(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Private Equity Fund, L.P.    F13-3916551  
("SSPE")  
MG Advisers L.L.C. ("MG") F13-3916549  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) | |  
(b) |X|  
-----

(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

NUMBER OF            (5) SOLE VOTING POWER    See Marxe/Greenhouse  
SHARES                      -----

BENEFICIALLY        (6) SHARED VOTING POWER                      None  
OWNED BY                      -----

EACH                      (7) SOLE DISPOSITIVE POWER    See Marxe/Greenhouse  
REPORTING                      -----

PERSON WITH:        (8) SHARED DISPOSITIVE POWER                      None  
-----

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

146,943 (includes 545,454 warrants exercisable for 36,363  
common and 1,000 cvt pfd convertible for 86,580 common)  
-----

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.4  
-----

(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA  
-----

CUSIP No. 66987M109                      13G                      Page 4 of 14  
-----

(1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Cayman Fund, L.P. ("CAY") 98-0132442  
AWM Investment Company, Inc. ("AWM") 11-3086452  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) | |  
(b) |X|  
-----

(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

-----  
 NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse  
 SHARES -----  
 BENEFICIALLY (6) SHARED VOTING POWER None  
 OWNED BY -----  
 EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse  
 REPORTING -----  
 PERSON WITH: (8) SHARED DISPOSITIVE POWER None  
 -----

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON  
 105,509 (includes 399,350 warrants exercisable for 26,623 common  
 and 700 cvt pfd convertible for 60,606 common)  
 -----

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions)  
 -----

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.7  
 -----

(12) TYPE OF REPORTING PERSON\*

IV/IA  
 -----

CUSIP No. 66987M109 13G Page 5 of 14  
 -----

(1) NAME OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Technology Fund, L.P. ("SST")  
 F13-3937585  
 SST Advisers LLC ("SSTA") F13-3937583  
 -----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See  
 Instructions)

(a) | |  
 (b) |X|  
 -----

(3) SEC USE ONLY  
 -----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
 -----

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse  
 SHARES -----  
 - BENEFICIALLY (6) SHARED VOTING POWER None  
 OWNED BY -----  
 EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse  
 REPORTING -----  
 PERSON WITH: (8) SHARED DISPOSITIVE POWER None  
 -----

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

165,473 (includes 389,610 warrants exercisable for 25,974  
 common and 1,400 cvt pfd convertible for 121,212 common)  
 -----

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions)  
 -----

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6  
 -----

(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA  
 -----

CUSIP No. 66987M109 13G Page 6 of 14 Pages  
 -----

(1) NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Austin W. Marxe  
 David M. Greenhouse  
 -----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) | |  
(b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(5) SOLE VOTING POWER	639,084
	(6) SHARED VOTING POWER	None
	(7) SOLE DISPOSITIVE POWER	639,084
	(8) SHARED DISPOSITIVE POWER	None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON  
639,084 (includes 2,532,465 warrants exercisable for 1687,831 common and 3,675 cvt pfd convertible into 318,181 common)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.7

(12) TYPE OF REPORTING PERSON\*

IN

Item 1.

(a) Name of Issuer: Novatel Wireless, Inc.  
(b) Address of Issuer's Principal Executive Offices:  
9360 Towne Centre Drive, Ste 110, San Diego, CA 92121

Item 2.

(a) Name of Person Filing: This statement is filed on behalf of (i) Special Situations Fund III, L.P., a Delaware limited partnership ("SSF III"); (ii) Special Situations Private Equity Fund, L.P., a Delaware limited partnership ("SSPE") (iii) Special Situations Cayman Fund, L.P., a Cayman Islands limited partnership (the "Cayman Fund"); (iv) Special Situations Technology Fund, L.P., a Delaware limited partnership ("SST"); (v) MGP Advisers Limited Partnership, a Delaware limited partnership, ("MGP"); (vi) MG Advisers L.L.C., a New York limited liability company ("MG"); (vii) AWM Investment Company, Inc., a Delaware corporation ("AWM"); (viii) SST Advisers L.L.C., a Delaware limited liability company ("SSTA"); (ix) Austin W. Marx and (x) David Greenhouse. Each of the foregoing is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons."

(b) Address of Principal Business Office or, if none, residence: The principal office and business address of the Reporting Persons, other than the Cayman Fund, is 153 East 53 Street, New York, New York 10022. The principal office and business address of the Cayman Fund is c/o CIBC Bank and Trust Company (Cayman) Limited, CIBC Bank Building, P.O. Box 694, Grand Cayman, Cayman

Islands, British West Indies.

(c) Citizenship: SSF III, SSPE, SST, and MGP are Delaware limited partnerships. MG is a New York limited liability company. AWM is a Delaware corporation and SSTA is a Delaware limited liability company. The Cayman Fund was formed under the laws of the Cayman Island. Austin W. Marx and David M. Greenhouse are United States citizens. The principal business of SSF III, SSPE, SST and the Cayman Fund (individually, a "Fund" and, collectively, the "Funds") is to invest in, sell, convey, transfer, exchange and otherwise trade in principally equity and equity related securities. The principal business of MGP is to act as general partner of and investment adviser to SSF III. The principal business of MG is to act as the general partner of and the investment adviser to SSPE. The principal business of SSTA is to act as general partner of and investment

adviser to SST. The principal business of AWM is to act as general partner of MGP and general partner of and investment adviser to the Cayman Fund. MGP, MG, SSTA and AWM are referred to herein, individually, as an "Adviser" and, collectively, as the "Advisers." The principal occupation of Austin W. Marxe and David Greenhouse is to serve as officers, directors and members or principal shareholders of the Advisers.

2(d) Title of Class of Securities: See cover sheets.

(e) CUSIP Number: See cover sheets.

Item 3. If this statement is filed pursuant to §240.13d-1(b) or 240.13d-2(b), check whether the person filing is a:

Page 9 of 14 Pages

(a)  Broker or Dealer registered under section 15 of the Act;

(b)  Bank as defined in section 3(a) (6) of the Act;

(c)  Insurance Company as defined in section 3(a) (19) of the Act;

(d)  Investment Company registered under section 8 of the Investment Company Act of 1940;

(e)  An Investment Adviser in accordance with §240.13d-1(b)(I)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(I)(ii)(F);

(g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;

(j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J). See Exhibit A attached hereto.

Item 4. Ownership:

(a) Amount Beneficially Owned: 639,084 shares of common stock are beneficially owned by Austin Marxe and David Greenhouse; of which 91,506 common shares, 575 convertible preferred shares; convertible into 49,783 common shares and 1,198,052 warrants exercisable for 79,870 common are owned by SSF III,

Page 10 of 14 Pages

24,000 common shares, 1,000 convertible preferred shares; convertible into 86,580 common shares and 545,454 warrants exercisable for 36,363 common are owned by SSPE, 18,280 common shares, 700 convertible preferred shares; convertible into 60,606 common shares and 399,350 warrants exercisable for 26,623 common are owned by CAY, 18,287 common shares, 1,400 convertible preferred shares; convertible into 121,212 common shares and 389,610 warrants exercisable for 25,974 common are owned by SST.

(b) Percent of Class: 9.7 percent of the common stock are owned by Austin Marxe and David Greenhouse, 3.5 percent are owned by SSF III, 2.4 are owned by SSPE, 1.7 percent are owned by CAY and 2.6 percent are owned by SST.

(c) Number of Shares as to which the person has Rights to Vote and/or Dispose of Securities: SSF III, SSPE, CAY, SST, MGP, MG, AWM and SSTA have sole power to vote or to direct the vote and to dispose or to direct the disposition of all securities reported hereby which are respectively beneficially owned by each Fund and its Adviser.

Austin Marxe and David Greenhouse have shared power to vote or to direct the vote of and to dispose or to direct the disposition of securities reported hereby which are beneficially owned by Austin Marxe and David Greenhouse by virtue of being Executive Officers of the Investment Advisers.

Item 5. Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the

Page 11 of 14 Pages

beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person: SSF III, SSPE, CAY and SST, as owners of the securities in question, have the right to receive any dividends from, or proceeds from the sale of, such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on By the Parent Holding Company: See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notices of Dissolution of Group: Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above

were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 12 of 14 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 10, 2002

SPECIAL SITUATIONS FUND III, L.P.

By:/s/ Austin W. Marxe  
Austin W. Marxe  
Managing Director

MGP ADVISERS LIMITED PARTERSHIP

Austin W. Marxe  
By:/s/ Austin W. Marxe  
President and Chief Executive Officer

SPECIAL SITUATIONS PRIVATE EQUITY FUND, L.P.

Austin W. Marxe  
By:/s/ Austin W. Marxe  
President and Chief Executive Officer

MG ADVISERS, L.L.C.

Austin W. Marxe  
By:/s/ Austin W. Marxe  
President and Chief Executive Officer

Page 13 of 14 Pages

SPECIAL SITUATIONS CAYMAN FUND, L.P.

Austin W. Marxe  
By: /s/ Austin W. Marxe  
Managing Director

AWM INVESTMENT COMPANY, INC.

Austin W. Marxe  
By: /s/ Austin W. Marxe  
President and CEO

SPECIAL SITUATIONS TECHNOLOGY FUND, L.P.

Austin W. Marxe  
By:/s/ Austin W. Marxe  
President and Chief Executive Officer

SST ADVISERS, L.L.C.

By:/s/ Austin W. Marxe

Austin W. Marxe

President and Chief Executive Officer

/s/ Austin W. Marxe  
AUSTIN W. MARXE

/s/David M Greenhouse  
DAVID M. GREENHOUSE

EXHIBIT A

This Exhibit explains the relationship between the Reporting Persons. MGP Advisers Limited Partnership (MGP), a Delaware limited partnership, is the general partner of the Special Situations Fund III, L.P., a Delaware Limited Partnership. AWM Investment Company, Inc., a Delaware corporation, is the general partner of MGP and the general partner of and investment adviser to the Cayman Fund. MG Advisers, L.L.C. is the general partner of and investment adviser to the Special Situations Private Equity Fund, L.P. SST Adviser, L.L.C. is the general partner of and investment adviser to Special Situations Technology Fund, L.P. Austin W. Marxe and David M. Greenhouse are the principal owners of MGP, MG, AWM and SSTA and are principally responsible for the selection, acquisition and disposition of the portfolios securities by the investment advisers on behalf of their Fund.