

NOVATEL WIRELESS INC
 Form 4
 November 19, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HC2 Holdings, Inc.

2. Issuer Name and Ticker or Trading Symbol
 NOVATEL WIRELESS INC [MIFI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 460 HERNDON PARKWAY,
 SUITE 150
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/17/2014

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

HERNDON, VA 20170

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	(D) Price
Common Stock	11/17/2014		C	871,960	A	8,235,294	D (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series C Convertible Preferred Stock	<u>(1)</u>	11/17/2014		C	87,196 <u>(1)</u>	11/17/2014	<u>(4)</u>	Common Stock	871,960

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HC2 Holdings, Inc. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170			X	
FALCONE PHILIP 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170	X		X	
HC2 Holdings 2, Inc. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170			X	

Signatures

HC2 Holdings, Inc., By: /s/ Andrea L. Mancuso, Acting General Counsel and Corporate Secretary	11/19/2014
**Signature of Reporting Person	Date
HC2 Holdings 2, Inc., By: /s/ Mesfin Demise, Chief Financial Officer	11/19/2014
**Signature of Reporting Person	Date
/s/ Philip A. Falcone	11/19/2014
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (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

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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.

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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