

NOVATEL WIRELESS INC
Form 4
February 26, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2015

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

(Street)

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

HERNDON, VA 20170

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/24/2015 | | S | 586,095 D | 7,649,199 | D (2) | |

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

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 control number.

SEC 1474 (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 Number Shares |
| Warrants to Purchase Common Stock (right to buy) | \$ 2.26 | 02/24/2015 | | S | 293,047 | 03/08/2015 | 09/08/2019 | Common Stock | 293,047 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HC2 Holdings, Inc. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170 | | 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 | 02/26/2015 |
| **Signature of Reporting Person | Date |
| HC2 Holdings 2, Inc. By /s/ Mesfin Demise, Chief Financial Officer | 02/26/2015 |
| **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) HC2 Holdings 2, Inc. ("HC2 Holdings") sold 586,095 shares of Novatel Wireless, Inc. common stock ("Common Stock") and warrants to purchase 293,047 shares of Common Stock in a privately negotiated transaction for a total purchase price of \$1,025,666.17.
- 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"). HC2 disclaims beneficial ownership of the shares held directly by HC2 Holdings except to the extent it has actual voting or investment control of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.