

NOVATEL WIRELESS INC  
Form 4  
March 30, 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  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/26/2015

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

HERNDON, VA 20170

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock <sup>(1)</sup>     | 03/26/2015                           |  | X                              | 3,824,600 A \$ 2.26   | 11,437,799  | D <sup>(1)</sup>   |                                   |

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

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title                                    |
| Warrants to Purchase Common Stock (right to buy) | \$ 2.26  | 03/26/2015                           |  | X                              | 3,824,600   | 03/08/2015 09/08/2019                                    | Common Stock                             |
| Warrants to Purchase Common Stock (right to buy) | \$ 5.5   | 03/26/2015                           |  | J <sup>(2)</sup>               | 1,593,583   | 09/26/2015 03/26/2020                                    | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HC2 Holdings, Inc.<br>460 HERNDON PARKWAY, SUITE 150<br>HERNDON, VA 20170   |               | X         |         |       |
| HC2 Holdings 2, Inc.<br>460 HERNDON PARKWAY, SUITE 150<br>HERNDON, VA 20170 |               | X         |         |       |

## Signatures

HC2 Holdings, Inc. By /s/ Andrea L. Mancuso, General Counsel and Corporate Secretary 03/30/2015

\_\_Signature of Reporting Person Date

HC2 Holdings 2, Inc. By /s/ Mesfin D. Demise, Chief Financial Officer 03/30/2015

\_\_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).

The securities of Novatel Wireless Inc. (the "Issuer") reported herein are held directly by HC2 Holdings 2, Inc. ("HC2 Holdings"). HC2 Holdings is a wholly owned subsidiary of HC2 Holdings, Inc. ("HC2"). HC2 disclaims any beneficial ownership of the shares held directly by HC2 Holdings except to the extent it has actual voting or investment control of such shares.

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- As an inducement for HC2 Holdings to exercise the warrants issued on September 8, 2014, the Issuer issued HC2 Holdings an additional
- (2) warrant to purchase 1,593,583 shares of the Issuer's common stock, at a strike price of \$5.50 (the "New Warrants"). HC2 Holdings paid no separate consideration to the Issuer for the New Warrants.

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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