

NOVATEL WIRELESS INC
 Form 3
 September 15, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HC2 Holdings, Inc. | | (Month/Day/Year) | NOVATEL WIRELESS INC [NVTL] | |
| (Last) | (First) | (Middle) | 09/08/2014 | |
| 460 HERNDON PARKWAY, SUITE 150 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HERNDON, VA 20170 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 7,363,334 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (1) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|---------|----------------------------|----------------------|
| Warrants to Purchase Common Stock (right to buy) | 03/08/2015 | 09/08/2019 | Common Stock | 4,117,647 | \$ 2.26 | I | See Footnote (1) (2) |
| Series C Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 871,960 | \$ 1.75 | I | See Footnote (1) (2) |

Reporting Owners

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

Signatures

| | | |
|---|--|------------|
| HC2 Holdings, Inc., By: /s/ Andrea L. Mancuso, Acting General Counsel and Corporate Secretary | | 09/15/2014 |
| __Signature of Reporting Person | | Date |
| HC2 Holdings 2, Inc., By: /s/ Mesfin Demise, Chief Financial Officer | | 09/15/2014 |
| __Signature of Reporting Person | | Date |
| /s/ Philip A. Falcone | | 09/15/2014 |
| __Signature of Reporting Person | | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The securities of 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"). 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 24.7% of the outstanding common stock of HC2. Mr. Falcone beneficially owns 26.4 % 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
- (2) (continued from Footnote 1) 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. 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.
- (3) The Series C Convertible Preferred Stock shall automatically convert into 871,960 shares of Common Stock upon approval of such conversion by the stockholders of the Issuer, and has no expiration date.

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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.