

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

NOVATEL WIRELESS, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE

(State of incorporation or organization)

86-0824673

(IRS Employer Identification No.)

9360 TOWNE CENTRE DRIVE, SUITE 110  
SAN DIEGO, CA

(Address of principal executive offices)

92121  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box. [ ]

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box. [X]

Securities Act registration statement file number to which this form relates:  
333-42570

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

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None

Name of each exchange on which  
each class is to be registered

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None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock \$0.001 par value

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(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

Incorporated by reference to the information set forth under the caption "Description of Securities" in the Registrant's Registration Statement on Form S-1 (SEC File No. 333-42570) (the "Form S-1 Registration Statement").

Item 2. Exhibits

The following exhibits are filed as a part of this Registration Statement:

1. Form of Specimen Common Stock Certificate -- incorporated herein by reference to Exhibit 4.1 to the Form S-1 Registration Statement.
- 2.1 Form of Amended and Restated Certificate of Incorporation -- incorporated herein by reference to Exhibit 3.1 to Form S-1 Registration Statement.
- 2.2 Form of Amended and Restated Bylaws -- incorporated herein to Exhibit 3.2 to the Form S-1 Registration Statement.
- 2.3 Amended and Restated Registration Rights Agreement, dated as of June 15, 1999, by and among the Registrant and some of its stockholders - incorporated herein by reference to Exhibit 10.4 to the Form S-1 Registration Statement.
- 2.4 Amended and Restated Investors' Rights Agreement, dated as of June 30, 2000, by and among the Registrant and some of its stockholders -- incorporated herein by reference to Exhibit 10.5 to the Form S-1 Registration Statement.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: September 29, 2000

NOVATEL WIRELESS, INC.

By: /s/ JOHN MAJOR

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John Major, Chief Executive Officer

## INDEX TO EXHIBITS

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