

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): September 29, 2015

NOVATEL WIRELESS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-31659
(Commission file number)

86-0824673
(I.R.S. Employer
identification number)

9645 Scranton Road, San Diego, California 92121
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (858) 812-3400

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 5, 2015, Novatel Wireless, Inc., a Delaware corporation (the “Company”), completed the previously announced acquisition (the “Acquisition”) of DigiCore Holdings Limited, a company incorporated under the company laws of the Republic of South Africa (“DigiCore”), pursuant to that certain Transaction Implementation Agreement, dated June 18, 2015, by and between the Company and DigiCore (the “TIA”). Upon completion of the Acquisition, DigiCore became an indirect wholly-owned subsidiary of the Company.

Pursuant to the terms of the TIA, the Company acquired 100% of the issued and outstanding ordinary shares of DigiCore (with the exception of certain excluded shares, including treasury shares) for 4.40 South African Rand per ordinary share, for a total cash purchase price which was estimated to be approximately \$87 million, based on currency exchange rates in effect at the time that the TIA was executed. The estimated cash purchase price was placed into escrow with a South African bank upon execution of the TIA.

The foregoing descriptions of the TIA and the Acquisition are not complete and are subject to, and qualified in their entirety by, the full text of the TIA, a copy of which is incorporated by reference herein from Exhibit 2.1 to the Current Report on Form 8-K, filed by the Company on June 24, 2015.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On October 5, 2015, Russell Gerns announced that he will be retiring from his position as a member of the Board of Directors (the “Board”) of the Company effective immediately. Mr. Gerns has served on the Board since September 2009, and is the Chair of the Nominating and Corporate Governance Committee.

Mr. Gerns’ retirement is not the result of any disagreement with the Company or any matter relating to the Company’s operations, policies or practices. Mr. Gerns has indicated that he does not have present plans to join another company and will continue to advise the Board and the Company as his schedule permits.

Throughout his tenure as a director Mr. Gerns has been granted restricted stock units with varying vesting schedules. Concurrent with Mr. Gerns’ retirement, these restricted stock units will fully vest.

(e) On September 29, 2015, the Board approved the Novatel Wireless, Inc. 2015 Incentive Compensation Plan (the “2015 Plan”). The terms of the 2015 Plan are substantially similar to the terms of the Novatel Wireless, Inc. Amended and Restated 2009 Omnibus Incentive Compensation Plan except that (i) the 2015 Plan may only be used for inducement grants to individuals to induce them to become employees of the Company or any of its subsidiaries, or, in conjunction with a merger or acquisition, to convert, replace or adjust outstanding options or other equity compensation awards to reflect the merger or acquisition, or for any other reason for which there is an applicable exception from the shareholder approval requirements of Nasdaq Listing Rule 5635, in each such case, subject to the applicable requirements of the Nasdaq Listing Rules and (ii) the exercise price of options granted under the 2015 Plan may be less than the market value per share on the date of grant.

The 2015 Plan was adopted by the Board without stockholder approval pursuant to Nasdaq Listing Rule 5635. The Board has initially reserved 4,000,000 shares of the Company’s common stock for issuance pursuant to awards granted under the 2015 Plan.

Complete copies of the 2015 Plan and the form of stock option agreement to be used thereunder are incorporated by reference herein from Exhibit 4.3 and Exhibit 4.4, respectively, to the Registration Statement on Form S-8, filed by the Company on October 1, 2015. The above summary of the 2015 Plan does not purport to be complete and is qualified in its entirety by reference to such exhibits.

Item 8.01 Other Events.

On October 5, 2015, the Company issued a press release announcing the completion of the Acquisition and the grant of inducement stock options to certain employees of DigiCore. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements required by this Item 9.01(a) will be filed by amendment to this Current Report on Form 8-K not later than 71 calendar days after the date on which this Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

The pro forma financial information required by this Item 9.01(b) will be filed by amendment to this Current Report on Form 8-K not later than 71 calendar days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

- 2.1* Transaction Implementation Agreement, by and between Novatel Wireless, Inc. and DigiCore Holdings Limited, dated June 18, 2015 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed on June 24, 2015).
- 10.1 Novatel Wireless, Inc. 2015 Incentive Compensation Plan (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8, filed on October 1, 2015).
- 10.2 Form of Nonstatutory Stock Option Agreement under the Novatel Wireless, Inc. 2015 Incentive Compensation Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8, filed on October 1, 2015).
- 99.1 Press Release, dated October 5, 2015.

* Certain schedules and exhibits to this agreement have been omitted in accordance with Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished supplementally to the SEC upon request.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Novatel Wireless, Inc.

By: /s/ Lance Bridges

Lance Bridges

*Senior Vice President, General
Counsel and Secretary*

Date: October 5, 2015



For Immediate Release

Novatel Wireless completes acquisition of DigiCore

DigiCore acquisition accelerates corporate vision to deliver comprehensive solutions to the high-growth telematics segment of the Internet of Things on a global scale

Builds on corporate strategy to increase mix of higher margin SaaS offerings; adds over 350,000 Ctrack fleet, stolen vehicle recovery, and insurance telematics subscribers

DigiCore expected to immediately contribute substantial IoT revenue and positive EBITDA to Novatel Wireless

San Diego--October 5, 2015 - Novatel Wireless (NASDAQ: MIFI) (the "Company"), a leading provider of solutions for the Internet of Things (IoT) and inventor of MiFi® technology, today announced that it has completed the acquisition of DigiCore Holdings Limited, a leading provider of advanced machine-to-machine communication and telematics solutions marketed globally under the Ctrack® brand, based in South Africa. Details of the acquisition were first announced on June 18, 2015. For more information regarding DigiCore and the acquisition, please visit the Company's website at www.novatelwireless.com/welcomeDigiCore.

Novatel Wireless has worked closely with DigiCore since 2013 to jointly commercialize a comprehensive end-to-end global Software-as-a-Service (SaaS) platform. The acquisition will unify Novatel Wireless' best-in-class products, software, and services with Ctrack, a best-in-class global telematics SaaS offering for vehicle tracking and fleet management solutions, stolen vehicle recovery, insurance telematics, and asset tracking and monitoring markets. This, combined with the products and integration services offered by Feeney Wireless, which was acquired by Novatel Wireless earlier this year, delivers the market's first full-stack solution for the global transportation industry. IDC Research reports that the combination of devices, connectivity, and services will make up the majority of the IoT market by 2020 (IDC's Worldwide Internet of Things Taxonomy, 2015).

"Having worked with the DigiCore team over the last couple of years, we were very impressed by the common ideals that we both have for delivering complete solutions for the Internet of Things on a global scale," said Alex Mashinsky, CEO of Novatel Wireless. "As we continue to build our comprehensive stack of solutions, we are empowering our customers and organizations worldwide to simplify and expedite their IoT implementations and quickly generate ROI. This geographic expansion is a natural fit, as we drive toward expanded SaaS offerings with recurring revenue opportunity."

"Ctrack has built a great reputation around superior service and support to establish long-term relationships with our customers over the past 30 years," explained Nick Vlok CEO of DigiCore, provider of Ctrack. "Being part of the Novatel Wireless team will allow us to strengthen our existing solutions whilst identifying and creating new solutions that add further value to our customers' operations. The depth of experience in this new unified team will allow us to research and develop a complete stack of meaningful and scalable solutions across the industry sectors and markets where we operate. We look forward to exploring cross-marketing opportunities to accelerate growth in these markets, while tapping into new ones."

Inducement Stock Options for DigiCore Employees

In connection with the acquisition of DigiCore, Novatel Wireless granted inducement stock options to certain DigiCore employees to acquire up to approximately 712,000 shares of Novatel Wireless common stock under the Company's 2015 Incentive Compensation Plan.

The inducement stock options were made without shareholder approval in reliance upon the exception provided under NASDAQ Listing Rule 5635(c)(4) relating to awards granted in connection with the hiring of new employees,

including grants to transferred employees in connection with an acquisition. The inducement awards became effective upon the closing of the acquisition. The option shares will vest over a four year period with 25% of the option shares vesting on the first anniversary of the grant date and the remaining 75% of the option shares vesting ratably on a monthly basis over the following 36 months. Each stock option will have an exercise price equal to the closing price per share of Novatel Wireless' common stock as reported by NASDAQ on October 5, 2015, the date of the grant.

About Novatel Wireless

Novatel Wireless, Inc. (Nasdaq: MIFI) is a leader in the design and development of wireless solutions based on 3G and 4G technologies. The Company delivers Internet of Things (IoT) and Cloud SaaS services to carriers, distributors, retailers, OEMs and vertical markets worldwide. Product lines include MiFi® Mobile Hotspots, USB modems, embedded modules, Mobile Tracking Solutions and Asset Tracking Solutions. These innovative products provide anywhere, anytime communications solutions for consumers and enterprises worldwide. Novatel Wireless is headquartered in San Diego, California. For more information please visit www.novatelwireless.com. @MIFI

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About DigiCore Holdings

DigiCore Holdings specializes in vehicle tracking, fleet management and insurance telematics for a global client base in 54 countries. With more than 30 years of innovation, technical and implementation experience, DigiCore's Ctrack brand is recognized as a world-leading provider of advanced machine-to-machine communication and telematics solutions that adds value to this global base of customers with mobile assets.

Ctrack's end-to-end research, design, development, manufacturing, sales and support of customized solutions for customers is serviced by a global network of staff and team members. DigiCore's technology and electronic division designs and develops a robust range of asset management and monitoring systems using GPS satellite positioning, GSM cellular communication systems, and other advanced communication and sensory technologies.

The result is innovative and advanced machine-to-machine communication that provides Ctrack customers with 24x7x365 information and monitoring of their mobile assets that helps them to achieve operational efficiencies and cost reduction targets.

Based in Pretoria, South Africa, DigiCore's operations span six continents, with approximately 1,000 employees.

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Cautionary Note Regarding Forward-Looking Statements

Certain statements in this press release may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to a variety of matters, including, without limitation, statements related to the ability of Novatel Wireless to expand its addressable markets, drive growth in service revenue and broaden its customer base as a result of the acquisition of DigiCore, the revenue and EBITDA expected to be generated by DigiCore and other statements that are not purely statements of historical fact. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of the management of Novatel Wireless and are subject to significant risks and uncertainty. Investors are cautioned not to place undue reliance on any such forward-looking statements. All such forward-looking statements speak only as of the date they are made, and Novatel Wireless undertakes no obligation to update or revise these statements, whether as a result of new information, future events or otherwise. These forward-looking statements also involve many risks and uncertainties that may cause actual results to differ materially from what may be expressed or implied in these forward-looking statements. For a further discussion of risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to the business of Novatel Wireless in general, see the risk disclosures in the Annual Report on Form 10-K of Novatel Wireless for the year ended December 31, 2014, and in other filings made with the SEC by Novatel Wireless (available at www.sec.gov).

Contacts

Investor Relations

Michael Sklansky
mksklansky@nvtl.com
646-270-5855

Editorial

Anette Gaven
agaven@nvtl.com
619-993-3058