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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): November 18, 2008 (November 12, 2008)

**NOVATEL WIRELESS, INC.**

(Exact Name of Registrant as Specified in Charter)

**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation)

**000-31659**  
(Commission File Number)

**86-0824673**  
(IRS Employer  
Identification No.)

**9645 Scranton Road**  
**San Diego, CA 92121**  
(Address of Principal Executive Offices, including 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On November 12, 2008, Novatel Wireless, Inc. (the "Company") received a Staff Determination Letter from The NASDAQ Stock Market ("NASDAQ") indicating that, as a result of the Company's failure to file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (the "Form 10-Q") with the Securities and Exchange Commission (the "SEC"), the Company was not in compliance with the NASDAQ requirements for continued listing set forth in NASDAQ Marketplace Rule 4310(c)(14). NASDAQ Marketplace Rule 4310(c)(14) requires the Company to make all filings with the SEC on a timely basis, as required by the Securities Exchange Act of 1934, as amended. The letter states that such non-compliance serves as an additional basis for delisting the Company's securities from NASDAQ. On November 17, 2008, the Company filed the Form 10-Q with the SEC and the Company believes that it currently satisfies all requirements for continued listing on NASDAQ, however it awaits formal confirmation of its compliance from NASDAQ, which is anticipated shortly.

A copy of the press release issued by the Company on November 17, 2008 announcing its receipt of this Staff Determination Letter from NASDAQ is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated in this Item 3.01 by reference.

*This Current Report on Form 8-K contains forward-looking statements that reflect the Company's current view with respect to future events and performance. These forward-looking statements are only predictions based on current information and expectations and are subject to certain risks and uncertainties, including, but not limited to: the effect of the Company's failure to timely file all required reports under the Securities Exchange Act of 1934, as amended; the potential delisting of the Company's common stock from The Nasdaq Stock Market; the risks that may be associated with potential claims and proceedings relating to such matters; and other risks described in the Company's filings with the Securities and Exchange Commission. More information about potential factors that could affect the Company's business and financial results is included under "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, and the Company's other filings with the Securities and Exchange Commission. Actual results could differ materially, as a result of such factors, from those set forth in the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Company undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date any such statement is made.*

**Item 8.01 Other Events.**

The information disclosed in Item 3.01 above is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release of Novatel Wireless, Inc. issued on November 17, 2008

**SIGNATURES**

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

Novatel Wireless, Inc.

Date: November 18, 2008

By: /s/ Catherine F. Ratcliffe

Catherine F. Ratcliffe

Senior Vice President of Business Affairs and General Counsel



**NOVATEL WIRELESS FILES THIRD QUARTER FORM 10-Q,  
SCHEDULES EARNINGS CONFERENCE CALL FOR NOVEMBER 20, 2008**

**SAN DIEGO, CA — November 17, 2008** — Novatel Wireless, Inc. (NASDAQ: NVTL), a leading provider of wireless broadband access solutions, today announced that the Company has filed its Form 10-Q for the three and nine months ended September 30, 2008 with the SEC. The Company is now current with all of its periodic SEC reports.

As anticipated, on November 12, 2008, the Company received a NASDAQ Staff Determination Letter indicating that the Company did not comply with NASDAQ's filing requirement as set forth in Marketplace Rule 4310(c)(14) due to the delayed third quarter Form 10-Q. Based upon today's filing of the third quarter Form 10-Q, the Company believes it satisfies all requirements for continued listing on NASDAQ; however, it awaits formal confirmation of its compliance from NASDAQ, which is anticipated shortly.

The Company will host a conference call and live webcast for analysts and investors at 5:00 p.m. EST on Thursday, November 20, 2008. During the call, management will discuss the Company's results for the third quarter and the outlook for future periods. Parties in the United States and Canada, may call 800-240-4186 to access the conference call. International parties can access the call at 303-262-2163.

Novatel Wireless will offer a live webcast of the conference call, which will include forward-looking information. The webcast will be accessible from the "Investor Relations" section of the Company's website at [www.novatelwireless.com](http://www.novatelwireless.com). The webcast will be archived for a period of 30 days. A telephonic replay of the conference call will also be available for two days beginning two hours after the call. To hear the replay, parties in the United States and Canada should call 800-405-2236 and enter pass code 11121462. International parties should call 303-590-3000 and enter pass code 11121462.

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**About Novatel Wireless**

Novatel Wireless, Inc. is revolutionizing wireless communications. The Company is a leader in the design and development of innovative wireless broadband access solutions based on 3G WCDMA (HSDPA & UMTS), CDMA and GSM technologies. Novatel Wireless' Merlin™ PC Cards and ExpressCards, Expedite® Embedded Modules, MobiLink™ Communications Software Suite, Ovation™ Fixed Mobile Convergence Products and Conversa™ Software Suite enable high-speed wireless Internet access. The company delivers innovative 3G solutions to operators, distributors and vertical markets worldwide. Headquartered in San Diego, California, Novatel Wireless is listed on NASDAQ: NVTL. For more information please visit [www.novatelwireless.com](http://www.novatelwireless.com).

**Forward Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements made in this release that are not historical facts, including statements accompanied by words such as “anticipate,” “expect,” “will,” “believe,” “intend” or similar words are forward-looking statements. The forward-looking statements in this release involve risks and uncertainties. The Company cautions you not to place undue reliance on these forward-looking statements.

A number of important factors could cause actual results or events to differ materially from those expressed or implied in the forward-looking statements contained in this release, including the factors set forth in Novatel Wireless' filings with the United States Securities and Exchange Commission (available at [www.sec.gov](http://www.sec.gov)), including its Annual Report on Form 10-K for the year ended December 31, 2007, and its Quarterly Reports on Form 10-Q for the periods ended March 31, 2008, June 30, 2008, and September 30, 2008, and other regulatory agencies. The Company does not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the date of this release.

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For more information, contact:

Julie Cunningham  
Vice President, IR & Communications  
(858) 431-3711  
[ir@nvtl.com](mailto:ir@nvtl.com)  
or  
Mike Bishop  
The Blueshirt Group  
(415) 217-4968  
[mike@blueshirtgroup.com](mailto:mike@blueshirtgroup.com)