
**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): May 3, 2010

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
(I.R.S. Employer
Identification No.)

**9645 Scranton Road
San Diego, CA 92121**
(Address of Principal Executive Offices)

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

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.

In a letter dated April 27, 2010, Novatel Wireless, Inc. (the "Company"), notified The Nasdaq Stock Market, Inc. ("Nasdaq"), of the resignation of Greg Lorenzetti as a member of the Company's board of directors. Prior to his resignation, Mr. Lorenzetti had also been a member of the Company's audit committee. In that letter, the Company also notified Nasdaq that the Company was not in compliance with Nasdaq Rule 5605 because it does not have an audit committee with at least three members.

On May 3, 2010, the Company received a letter from Nasdaq (a copy of which is attached as Exhibit 99.1 to this report) confirming that the Company is no longer in compliance with Nasdaq Listing Rule 5605. The Nasdaq letter further indicates that the Company will have until October 18, 2010 to regain compliance.

At the meeting held on May 6, 2010, the Company's board of directors appointed Russell Gerns, an existing director, to serve as a member of the Company's audit committee. On May 7, 2010, the Company received a letter from Nasdaq (a copy of which is attached as Exhibit 99.2 to this report) confirming that the Company has regained compliance with Nasdaq Listing Rule 5605.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Letter dated May 3, 2010.

99.2 Letter dated May 7, 2010.

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/ CATHERINE F. RATCLIFFE
Catherine F. Ratcliffe
Senior Vice President, Business Affairs,
General Counsel and Secretary

Date: May 7, 2010

NASDAQTHE NASDAQ STOCK MARKET
8600 BLACKWELL ROAD
ROCKVILLE, MD 20850**Stanley Higgins**Director
Listing Qualifications
The Nasdaq Stock Market, Inc.
+1 301 978 8041*By Electronic Delivery to: cratcliffe@nvtl.com*

May 3, 2010

Ms. Catherine F. Ratcliffe
Senior Vice President Business Affairs and General Counsel
Novatel Wireless, Inc.
9645 Scranton Road, Suite 205
San Diego, CA 92121

Dear Ms. Ratcliffe:

On April 27, 2010, the Company notified Staff that due to the resignation of Greg Lorenzetti from its Board of Directors, effective April 21, 2010. The Company no longer complies with Nasdaq's audit committee requirement as set forth in Listing Rule 5605.

However, consistent with Listing Rule 5605(c)(4)(A), Nasdaq will provide the Company a cure period in order to regain compliance as follows:

- until the earlier of the Company's next annual shareholders' meeting or April 21, 2011; or
- if the next annual shareholders' meeting is held before October 18, 2010, then the Company must evidence compliance no later than October 18, 2010.

The Company must submit to Nasdaq documentation, including biographies of any new directors, evidencing compliance with the rules no later than this date. In the event the Company does not regain compliance by this date, Nasdaq rules require Staff to provide written notification to the Company that its securities will be delisted. At that time, the Company may appeal the delisting determination to a Listing Qualifications Panel.

Our Rules require that the Company promptly disclose receipt of this letter by either filing a Form 8-K, where required by SEC rules, or by issuing a press release. The announcement needs to be made no later than four business days from the date of this letter and must include the continued listing criteria that the Company does not meet.¹ The Company must also provide a copy of the announcement to Nasdaq's MarketWatch Department at least 10 minutes prior to its public release.² For your convenience attached is a list of news services. Please note that if you do not make the required announcement trading in your securities will be halted.³

¹ Listing Rule 5810(b).

² The notice must be submitted to Nasdaq's MarketWatch Department through the Electronic Disclosure service available at www.NASDAQ.net.

³ Listing IM-5810-1.

In addition, an indicator will be broadcast over Nasdaq's market data dissemination network noting the Company's non-compliance. The indicator will be displayed with quotation information related to the Company's securities on Nasdaq.com, NasdaqTrader.com and by other third-party providers of market data information. Also, a list of all non-compliant Nasdaq companies and the reason(s) for such non-compliance is posted on our website at www.nasdaq.com. The Company will be included in this list commencing five business days from the date of this letter.

If you have any questions, please contact Tom Choe, Lead Analyst, at +1 301 978 8027.

Sincerely,

/s/ Stanley Higgins

NASDAQ REFERENCE LINKS

<u>Topic</u>	<u>Description</u>	<u>Link</u>
NASDAQ Listing Rules	All initial and continued listing rules	NASDAQ Listing Rules
Corporate Governance	Independent directors, committee requirements and shareholder approval	www.nasdaq.com/about/FAQsCorpGov.stm
Fees	Fee schedule	www.nasdaq.com/about/FAQsfees.stm
Frequently Asked Questions (FAQ's)	Topics related to initial and continued listing	www.nasdaq.com/about/LegalComplianceFAWs.stm
Listing of Additional Shares (LAS)	Explanation of Nasdaq's Listing of Additional Shares process	www.nasdaq.com/about/FAQsLAS.stm
Transfer to the Nasdaq Capital Market	Procedures and applications to transfer securities to the Nasdaq Capital Market	www.nasdaq.com/about/FAQsPhaseDown.stm

DIRECTORY OF NEWS SERVICES*

The use of any of these services will satisfy NASDAQ's listing rules that require the disclosure of specific information in a press release or public announcement. The Company must ensure that the full text of the required announcement is disseminated publicly. The Company has not satisfied this requirement if the announcement is published as a headline only or if the news service determines not to publish the full text of the story.

<u>News Service</u>	<u>Internet Address</u>	<u>Telephone Number</u>
Bloomberg Business news	www.bloomberg.com	Toll free: 800 444 2090 Phone: 609 750 4500
Business Wire	www.businesswire.com	Toll free: 800 227 0845 Phone: 415 986 4422
Dow Jones News Wire	www.djnewswires.com	Phone: 201 938 5400
GlobeNewswire (A NASDAQ OMX Co.)	www.globenewswire.com	Toll free: 800 307 6627 Phone: 310 642 6930
MarketWire	www.marketwire.com	Toll free: 800 774 9473 Phone: 310 765 3200
PR Newswire	www.prnewsire.com	Toll free: 800 732 5522 Phone: 201 360 6700
Reuters	www.thomsonreuters.com	Phone: 646 223 6000

* Nasdaq cannot render advice to the Company with respect to the format or content of the public announcement. The following is provided only as a guide that should be modified following consultation with securities counsel: the Company received a Nasdaq Staff Deficiency Letter on (DATE OF RECEIPT OF STAFF DEFICIENCY LETTER) indicating that the Company fails to comply with the (STOCKHOLDERS' EQUITY, MINIMUM BID PRICE, MARKET VALUE OF PUBLICLY HELD SHARES, etc.) requirement(s) for continued listing set forth in Listing Rule(s) _____.

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By Electronic Delivery to: cratcliffe@nvtl.com

May 7, 2010

Ms. Catherine F. Ratcliffe
Senior Vice President Business Affairs and General Counsel
Novatel Wireless, Inc.
9645 Scranton Road, Suite 205
San Diego, CA 92121

Re: Novatel Wireless, Inc. (the "Company")

Dear Ms. Ratcliffe:

On May 3, 2010, Staff notified the Company that it did not comply with the audit committee requirement for continued listing on The Nasdaq Global Select Market set forth in Listing Rule 5605(c)(2) (the "Rule"). Based on the information regarding the appointment of Russell C. Gerns, effective immediately, to the Company's audit committee, as detailed in your e-mail dated May 7, 2010, Staff has determined that the Company complies with the Rule and this matter is now closed.

If you have any questions, please contact Tom Choe, Lead Analyst, at + 301 978 8027.

Sincerely,

/s/ Stanley Higgins