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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Novatel Wireless, Inc.
(Name of Issuer)

Common Stock, \$0.001 Par Value
(Title of Class of Securities)

66987M604
(CUSIP Number)

Andrea L. Mancuso
460 Herndon Parkway, Suite 150,
Herndon, VA 20170
(703) 456-4100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 17, 2014
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	Name of reporting person OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON HC2 Holdings 2, Inc.	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Source of funds BK	
5	Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input checked="" type="checkbox"/>	
6	Citizenship or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	7	Sole voting power 0
	8	Shared voting power 12,352,941
	9	Sole dispositive power 0
	10	Shared dispositive power 12,352,941
11	Aggregate amount beneficially owned by each reporting person 12,352,941	
12	Check box if the aggregate amount in Row (11) excludes certain shares: <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 24.9%	
14	Type of reporting person CO	

1	Name of reporting person OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON HC2 Holdings, Inc.	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Source of funds AF	
5	Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input checked="" type="checkbox"/>	
6	Citizenship or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	7	Sole voting power 0
	8	Shared voting power 12,352,941
	9	Sole dispositive power 0
	10	Shared dispositive power 12,352,941
11	Aggregate amount beneficially owned by each reporting person 12,352,941	
12	Check box if the aggregate amount in Row (11) excludes certain shares: <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 24.9%	
14	Type of reporting person CO	

1	Name of reporting person OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Philip A. Falcone	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Source of funds	
	AF	
5	Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input checked="" type="checkbox"/>	
6	Citizenship or place of organization	
	United States of America	
Number of shares beneficially owned by each reporting person with	7	Sole voting power
		0
	8	Shared voting power
		12,352,941
	9	Sole dispositive power
		0
	10	Shared dispositive power
		12,352,941
11	Aggregate amount beneficially owned by each reporting person	
	12,352,941	
12	Check box if the aggregate amount in Row (11) excludes certain shares: <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11)	
	24.9%	
14	Type of reporting person	
	IN	

Item 1. Security and Issuer.

This Amendment No. 1 (the "Amendment") amends the Schedule 13D, filed on September 16, 2014 (the "Schedule 13D"), and relates to the shares of Common Stock, \$0.001 par value (the "Shares"), of Novatel Wireless, Inc. The Schedule 13D remains in full force and effect, except as specifically amended by this Amendment. Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Schedule 13D.

Item 2. Identity and Background.

The information required by General Instruction C to Schedule 13D with respect to the executive officers and directors of HC2 Holdings and HC2 has been updated and is listed on Schedule A hereto under the heading "HC2 Holdings Executive Officers and Directors" and "HC2 Executive Officers and Directors," respectively. Certain additional information required by this Item 2 and General Instruction to Schedule 13D is set forth on Schedule A which is incorporated by reference herein.

Item 4. Purpose of Transaction.

The information provided and incorporated by reference in Item 5 is hereby incorporated by reference herein.

Item 5. Interest in Securities of the Issuer.

On November 17, 2014, upon receipt of the stockholder approval of the transactions described in the Schedule 13D, the Preferred Shares were automatically converted into 871,960 Shares in accordance with the terms of the Certificate of Designations of Series C Convertible Preferred Stock, filed with the Secretary of State of Delaware on September 8, 2014. Also as a result of the receipt of stockholder approval, the HC2 ownership limitation set forth in the Warrant no longer applies.

(a, b) As of the date hereof, HC2 Holdings may be deemed to be the beneficial owner of 12,352,941 Shares, representing the beneficial ownership of 24.9% of the Shares.

HC2 Holdings has the sole power to vote or direct the vote of none of the Shares; has the shared power to vote or direct the vote of 12,352,941 Shares; has sole power to dispose or direct the disposition of none of the Shares; and has shared power to dispose or direct the disposition of 12,352,941 Shares.

(a, b) As of the date hereof, HC2 may be deemed to be the beneficial owner of 12,352,941 Shares, representing the beneficial ownership of 24.9% of the Shares.

HC2 has the sole power to vote or direct the vote of none of the Shares; has the shared power to vote or direct the vote of 12,352,941 Shares; has sole power to dispose or direct the disposition of none of the Shares; and has shared power to dispose or direct the disposition of 12,352,941 Shares.

(a, b) As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 12,352,941 Shares, representing the beneficial ownership of 24.9% of the Shares.

Mr. Falcone has the sole power to vote or direct the vote of none of the Shares; has the shared power to vote or direct the vote of 12,352,941 Shares; has sole power to dispose or direct the disposition of none of the Shares; and has shared power to dispose or direct the disposition of 12,352,941 Shares.

(c) Other than as reported above and in the Schedule 13D, the Reporting Persons have not effected any transactions in the Shares.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 19, 2014

HC2 HOLDINGS 2, INC.

By: /s/ Mesfin Demise
Name: Mesfin Demise
Title: Chief Financial Officer and Director

HC2 HOLDINGS, INC.

By: /s/ Andrea L. Mancuso
Name: Andrea L. Mancuso
Title: Acting General Counsel and Corporate Secretary

/s/ Philip A. Falcone
Philip A. Falcone
Title: President, Chief Executive Officer and Chairman of the Board of Directors

HC2 Holdings Executive Officers and Directors

<u>Name</u>	<u>Business Address</u>	<u>Citizenship</u>	<u>Principal Occupation</u>
Philip A. Falcone	450 Park Avenue 30th Floor, New York, NY 10022	U.S.	President, Chief Executive Officer and Chairman of the Board of Directors of HC2 Holdings and HC2 and Chief Executive Officer and Chairman of the Board of Directors of HGI
Keith Hladek	450 Park Avenue 30th Floor, New York, NY 10022	U.S.	Vice Chairman, Chief Operating Officer and Director
Mesfin Demise	460 Herndon Parkway, Suite 150, Herndon, VA 20170	U.S.	Chief Financial Officer and Director
Andrea L. Mancuso	460 Herndon Parkway, Suite 150, Herndon, VA 20170	U.S.	Acting General Counsel and Corporate Secretary

HC2 Executive Officers and Directors

<u>Name</u>	<u>Business Address</u>	<u>Citizenship</u>	<u>Principal Occupation</u>
Philip A. Falcone	450 Park Avenue 30th Floor, New York, NY 10022	U.S.	President, Chief Executive Officer and Chairman of the Board of Directors of HC2 Holdings and HC2 and Chief Executive Officer and Chairman of the Board of Directors of HGI
Robert M. Pons	450 Park Avenue 30th Floor, New York, NY 10022	U.S.	Executive Vice President of Business Development and Director
Keith Hladek	450 Park Avenue 30th Floor, New York, NY 10022	U.S.	Chief Operating Officer
Mesfin Demise	460 Herndon Parkway, Suite 150, Herndon, VA 20170	U.S.	Chief Financial Officer
Paul Voigt	460 Herndon Parkway Suite 150, Herndon, VA 20170	U.S.	Senior Managing Director
Ian Estus	450 Park Avenue 30th Floor, New York, NY 10022	U.S.	Managing Director - Investments

Andrea L. Mancuso	460 Herndon Parkway, Suite 150, Herndon, VA 20170	U.S.	Acting General Counsel and Corporate Secretary
Wayne Barr, Jr.	450 Park Avenue 30th Floor, New York, NY 10022	U.S.	Director
Robert V. Leffler, Jr.	460 Herndon Parkway, Suite 150, Herndon, VA 20170	U.S.	Director
Daniel Tseung	460 Herndon Parkway, Suite 150, Herndon, VA 20170	Hong Kong	Director

None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Except as set forth below, none of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

On September 18, 2013, the United States District Court for the Southern District of New York entered a final judgment (the “Final Judgment”) approving a settlement between the SEC and Harbinger Capital Partners LLC (“HCP LLC”), Harbinger Capital Partners Special Situations GP, LLC (“HCPSS”) LLC, Harbinger Capital Partners Offshore Manager, L.L.C., and Philip Falcone (collectively, the “HCP Parties”), in connection with the two civil actions previously filed against the HCP Parties by the SEC. One civil action alleged that certain HCP Parties violated the anti-fraud provisions of the federal securities laws by engaging in market manipulation in connection with the trading of the debt securities of a particular issuer from 2006 to 2008. The other civil action alleged that HCP LLC and Mr. Falcone violated the anti-fraud provisions of the federal securities laws in connection with a loan made by HCPSS to Philip Falcone in October 2009 and in connection with the circumstances and disclosure regarding alleged preferential treatment of, and agreements with, certain fund investors.

The Final Judgment bars and enjoins Mr. Falcone for a period of five years (after which he may seek to have the bar and injunction lifted) from acting as or being an associated person of any “broker,” “dealer,” “investment adviser,” “municipal securities dealer,” “municipal adviser,” “transfer agent,” or “nationally recognized statistical rating organization,” as those terms are defined in Section 3 of the Securities Exchange Act of 1934 and Section 202 of the Investment Advisers Act of 1940 (such specified entities, collectively, the “Specified Entities”). Under the Final Judgment, Mr. Falcone may continue to own and control HGI and its subsidiaries and continue to serve as HGI’s Chief Executive Officer, director and Chairman of HGI’s board except that during the period of the bar Mr. Falcone may not, other than as a result of his ownership and control of the HGI and its subsidiaries, engage in any actions that would result in him being an associated person of certain subsidiaries of HGI that are Specified Entities. During the period of the bar, Mr. Falcone may also remain associated with HCP LLC and other HCP LLC related entities, provided that, during such time, Mr. Falcone’s association must be limited as set forth in the Final Judgment. The settlement requires the HCP Parties to pay disgorgement of profits, prejudgment interest, and civil penalties totaling approximately \$18 million.