

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NOVATEL WIRELESS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

86-0824673
(I.R.S. Employer Identification Number)

**9645 Scranton Road, Suite 205
San Diego, California 92121**
(Address, including zip code, of registrant's principal executive offices)

**NOVATEL WIRELESS, INC.
2009 OMNIBUS INCENTIVE COMPENSATION PLAN**
(Full title of the plan)

Catherine F. Ratcliffe
Senior Vice President, Business Affairs, General Counsel and Secretary
Novatel Wireless, Inc.
9645 Scranton Road, Suite 205
San Diego, California 92121
(858) 812-3400
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer
Non-Accelerated Filer (Do not check if a smaller reporting company) Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	2,500,000 shares	\$8.84	\$22,100,000	\$1,234

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Novatel Wireless, Inc. 2009 Omnibus Incentive Compensation Plan (the "Plan").
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to paragraphs (c) and (h) of Rule 457 of the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low sales prices of the Registrant's Common Stock on November 3, 2009, as reported on the NASDAQ Global Select Market.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of this Registration Statement is included in the Section 10(a) prospectus to be sent or given to participants in the Novatel Wireless, Inc. 2009 Omnibus Incentive Compensation Plan as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the Note to Part I of Form S-8, the information is not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Novatel Wireless, Inc. (the "Company") is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in accordance therewith, files reports and other information with the Commission. The following documents, or portions thereof, filed by the Company with the Commission pursuant to the Exchange Act, are incorporated by reference in this Registration Statement:

- (a) Annual Report on Form 10-K for the year ended December 31, 2008;
- (b) Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009, June 30, 2009 and September 30, 2009;
- (c) Current Reports on Form 8-K filed on May 20, 2009, June 9, 2009, June 24, 2009, July 24, 2009, July 31, 2009, September 3, 2009 and October 27, 2009; and
- (d) The description of the Common Stock contained in the Company's Registration Statement on Form S-3, filed on September 21, 2009, File No. 333-162020, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that (i) indicates that all securities offered under this Registration Statement have been sold, or (ii) deregisters all securities then remaining unsold under this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the date of filing of any such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that is also incorporated or deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the Common Stock to be registered hereby will be passed upon for the Company by Patrick T. Waters, the Company's Deputy General Counsel. As of October 30, 2009, Mr. Waters beneficially owns 48,361 shares of Common Stock, which includes 41,526 shares of Common Stock issuable within 60 days of the date hereof upon the exercise of stock options.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law permits the Company, in certain circumstances, to indemnify any present or former director, officer, employee or agent of the Company against judgments, penalties, fines, settlements and reasonable expenses incurred in connection with a proceeding in which any such person was, is or is threatened to be, made a party by reason of holding such office or position. Article XIV of our amended and restated certificate of incorporation and Article VI of our bylaws provide for indemnification to the maximum extent permitted by Delaware law. In addition, we have entered into indemnification agreements with our officers and directors. Our amended and restated certificate of incorporation provides that, subject to Delaware law, our directors will not be personally liable for monetary damages awarded as a result of a breach of their fiduciary duty owed to the Company and its stockholders. This provision does not eliminate our directors' fiduciary duty and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law.

The Amended and Restated Novatel Wireless, Inc. 2000 Employee Stock Purchase Plan contains indemnification provisions indemnifying the board of directors, and the committee appointed by the board to administer the plan, for any and all losses, claims, damages or liabilities (including attorneys' fees and amounts paid, with the approval of the board of directors, in settlement of any claim) arising out of or resulting from the implementation of a duty, act or decision with respect to the plan, except those involving gross negligence or willful misconduct.

The Amended and Restated Novatel Wireless, Inc. 2000 Stock Incentive Plan contains indemnification provisions indemnifying each member of the board of directors, or each member of the committee appointed by the board to administer the plan, for (a) any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by the director in connection with any claim, action, suit, or proceeding to which the director may be a party or in which the director may be involved by reason of any action taken or failure to act under the plan or any award agreement thereunder, and (b) any and all amounts paid by the director in settlement thereof, with the Company's approval, or paid by the director in satisfaction of any judgment in any such claim, action, suit, or proceeding against the director, provided the director gives the Company an opportunity, at its own expense, to handle and defend the same before the director undertakes to handle and defend it on his or her own behalf.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

**Exhibit
Number**

- | | |
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| 5.1* | Legal Opinion of Patrick T. Waters, Esq. |
| 23.1* | Consent of Patrick T. Waters, Esq. is contained in Exhibit 5.1 to this Registration Statement |
| 23.2* | Consent of KPMG LLP, Independent Registered Public Accounting Firm |
| 24.1* | Power of Attorney is contained on the signature page of this Registration Statement |
| 99.1 | Novatel Wireless, Inc. 2009 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on June 24, 2009) |

* Filed herewith

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in this effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

**Exhibit
Number**

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23.1*	Consent of Patrick T. Waters, Esq. is contained in Exhibit 5.1 to this Registration Statement
23.2*	Consent of KPMG LLP, Independent Registered Public Accounting Firm
24.1*	Power of Attorney is contained on the signature page of this Registration Statement
99.1	Novatel Wireless, Inc. 2009 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on June 24, 2009)

* Filed herewith

November 10, 2009

Novatel Wireless, Inc.
9645 Scranton Road, Suite 205
San Diego, CA 92121

Ladies and Gentlemen:

I am the Deputy General Counsel of Novatel Wireless, Inc., a Delaware corporation (the "Company"), and as such, I have acted as counsel for the Company in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "SEC") for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 2,500,000 shares (the "Shares") of the Company's Common Stock, \$0.001 par value per share, reserved for issuance under the Novatel Wireless, Inc. 2009 Omnibus Incentive Compensation Plan (the "Incentive Plan").

In connection with this opinion, I have examined and relied upon such documents, records, certificates, memoranda and other instruments as in my judgment are necessary or appropriate to enable me to render the opinion expressed below. In performing such examination, I have assumed the following (i) the authenticity of original documents and the genuineness of all signatures, (ii) the conformity to the originals of all documents submitted to me as copies and (iii) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, and certificates that I have reviewed.

On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares, when issued and sold in accordance with the Incentive Plan, and the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such law, in each case as currently in effect, and I express no opinion as to the effect of the laws of any other jurisdiction. In addition, I have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Incentive Plan will be in full force and effect at all times at which such Shares are issued or delivered or sold by the Company, and the Company will take no action inconsistent with such resolutions.

I hereby consent to the filing of this opinion with the SEC as an exhibit to the Registration Statement, and to all references to me included in such Registration Statement. In giving such consent, I do not thereby admit that I come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the SEC thereunder.

Very truly yours,

By: /s/ Patrick T. Waters

Patrick T. Waters, Esq.
Deputy General Counsel

Consent of Independent Registered Public Accounting Firm

The Board of Directors

Novatel Wireless, Inc. and subsidiaries:

We consent to the use of our reports dated March 15, 2009, with respect to the consolidated balance sheets of Novatel Wireless, Inc. and subsidiaries (the “Company”) as of December 31, 2008 and 2007, and the related consolidated statements of operations, stockholders’ equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2008, the accompanying financial statement Schedule II, and the effectiveness of internal control over financial reporting as of December 31, 2008, incorporated herein by reference.

Our report on the consolidated financial statements contains an explanatory paragraph that states that the Company adopted the disclosure provision of Financial Accounting Standards No. 157, *Fair Value Measurements*, in 2008, and changed its method of accounting for uncertainty in income taxes in 2007 due to the adoption of Financial Accounting Standards Board Interpretation 48, *Accounting for Uncertainty In Income Taxes—an Interpretation of FASB Statement 109*.

/s/ KPMG LLP

San Diego, California

November 9, 2009