

**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)

**AMENDED AND RESTATED
NOVATEL WIRELESS, INC.
2000 EMPLOYEE STOCK PURCHASE 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

Smaller Reporting Company

(Do not check if a 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	36,000 shares	\$9.165	\$329,940	\$18.41

- (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 Amended and Restated Novatel Wireless, Inc. 2000 Employee Stock Purchase 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 May 13, 2009, as reported on the NASDAQ Global Select Market.

EXPLANATORY NOTE

Novatel Wireless, Inc. is hereby registering 36,000 additional shares of its Common Stock, par value \$0.001 per share (the "Common Stock"), for issuance under the Amended and Restated Novatel Wireless, Inc. 2000 Employee Stock Purchase Plan. Registration Statement No. 333-53692 on Form S-8, filed with the Securities and Exchange Commission (the "SEC") on January 12, 2001, and Registration Statement No. 333-145482 on Form S-8, filed with the SEC on August 15, 2007, each relating to the same class of securities, are currently effective. In accordance with General Instruction E to Form S-8, the contents of such Registration Statements are incorporated herein by reference.

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 the date hereof, Mr. Waters beneficially owns 50,920 shares of Common Stock, which includes 41,136 shares of Common Stock issuable within 60 days of the date hereof upon the exercise of stock options.

Item 8. Exhibits.

Exhibit Number

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	Amended and Restated Novatel Wireless, Inc. 2000 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 9, 2007)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on May 15, 2009.

NOVATEL WIRELESS, INC.

By: /s/ Peter V. Leparulo
Peter V. Leparulo
Chairman and Chief Executive Officer

POWER OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below constitutes and appoints Peter V. Leparulo and Catherine F. Ratcliffe, or either of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Peter V. Leparulo</u> Peter V. Leparulo	Chairman and Chief Executive Officer (principal executive officer)	May 15, 2009
<u>/s/ Keneth G. Leddon</u> Kenneth G. Leddon	Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	May 15, 2009
<u>/s/ James Ledwith</u> James Ledwith	Director	May 15, 2009
<u>/s/ Greg Lorenzetti</u> Greg Lorenzetti	Director	May 15, 2009
<u>/s/ Horst J. Pudwill</u> Horst J. Pudwill	Director	May 15, 2009
<u>John R. Ross</u>	Director	
<u>/s/ David A. Werner</u> David A. Werner	Director	May 15, 2009

EXHIBIT INDEX

**Exhibit
Number**

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	Amended and Restated Novatel Wireless, Inc. 2000 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 9, 2007)

* Filed herewith

May 15, 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"), 36,000 shares (the "Shares") of the Company's Common Stock, \$0.001 par value per share, reserved for issuance under the Amended and Restated Novatel Wireless, Inc. 2000 Employee Stock Purchase Plan (the "Purchase 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 Purchase 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 Purchase 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 (loss), 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 provisions of Statement 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 No. 109*.

/s/ KPMG LLP

San Diego, California

May 15, 2009