

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mashinsky Alex</u> (Last) (First) (Middle) 9645 SCRANTON ROAD SUITE 205 (Street) SAN DIEGO CA 92121 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NOVATEL WIRELESS INC [MIFI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/17/2014 ⁽¹⁾		A		9,298 ⁽²⁾	A	(3)	198,976 ⁽⁴⁾	D	
Common Stock	11/17/2014 ⁽¹⁾		A		330,965 ⁽⁵⁾	A	(3)	529,941	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$2.85	11/17/2014 ⁽¹⁾		A		700,000		(6)	12/02/2017	Common Stock	700,000	\$0.0	700,000	D	
Non-Qualified Stock Option (right to buy)	\$5	11/17/2014 ⁽¹⁾		A		300,000		(6)	11/02/2019	Common Stock	300,000	\$0.0	300,000	D	

Explanation of Responses:

- These grants were made on November 2, 2014, subject to stockholder approval of an increase in the Company's authorized shares of common stock. Stockholder approval was obtained on November 17, 2014.
- These Restricted Stock Units vest in two equal monthly installments, on November 28, 2014 and December 31, 2014.
- Each Restricted Stock Unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- Includes 4,911 shares acquired on November 14, 2014 under the issuers Employee Stock Purchase Plan.
- These Restricted Stock Units vest one-third annually beginning on the first anniversary of the award date.
- This option shall vest over three (3) years, one-third of which shall vest on the one-year anniversary of the grant date, followed by 24 months of ratable monthly vesting.

/s/ Michael Newman, Attorney-in-fact 11/19/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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