NOVATEL WIRELESS INC

Form 4 March 30, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(City)

HC2 Holdings, Inc. Issuer Symbol NOVATEL WIRELESS INC [MIFI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director X 10% Owner Other (specify Officer (give title 460 HERNDON PARKWAY, 03/26/2015 below) SUITE 150

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

HERNDON, VA 20170

(Zip)

(State)

1. Name and Address of 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. Transactic Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	03/26/2015		Code V	Amount 3,824,600	or (D) Δ	Price \$ 2.26	Transaction(s) (Instr. 3 and 4) 11,437,799	(Instr. 4) D (1)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: NOVATEL WIRELESS INC - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	cise any Code Disposed of (D) f (Month/Day/Year) (Instr. 8) (Instr. 3, 4, and 5)		quired (A) or D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 an			
	Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Warrants to										
Purchase Common Stock (right to buy)	\$ 2.26	03/26/2015		X			3,824,600	03/08/2015	09/08/2019	Common Stock
Warrants to Purchase Common Stock (right to buy)	\$ 5.5	03/26/2015		J(2)		1,593,583		09/26/2015	03/26/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
<u>.</u>	Director	10% Owner	Officer	Other		
HC2 Holdings, Inc. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170		X				
HC2 Holdings 2, Inc. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170		X				

Signatures

HC2 Holdings, Inc. By /s/ Andrea L. Mancuso, General Counsel and Corporate Secretary				
**Signature of Reporting Person	Date			
HC2 Holdings 2, Inc. By /s/ Mesfin D. Demise, Chief Financial Officer				
**Signature of Reporting Person	Date			

Explanation of Responses:

- * 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).

The securities of Novatel Wireless Inc. (the "Issuer") reported herein are held directly by HC2 Holdings 2, Inc. ("HC2 Holdings"). HC2

(1) Holdings is a wholly owned subdiary of HC2 Holdings, Inc. ("HC2"). HC2 disclaims any beneficial ownership of the shares held directly by HC2 Holdings except to the extent it has actual voting or investment control of such shares.

Reporting Owners 2

Edgar Filing: NOVATEL WIRELESS INC - Form 4

As an inducement for HC2 Holdings to exercise the warrants issued on September 8, 2014, the Issuer issued HC2 Holdings an additional warrant to purchase 1,593,583 shares of the Issuer's common stock, at a strike price of \$5.50 (the "New Warrants"). HC2 Holdings paid no seperate consideration to the Issuer for the New Warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.