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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 18, 2007

POWERWAVE TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-21507
(Commission
File Number)

11-2723423
(IRS Employer
Identification No)

1801 E. St. Andrew Place, Santa Ana, California
(Address of principal executive offices)

92705
(Zip Code)

714-466-1000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 –Other Events.

On September 18, 2007, Powerwave Technologies, Inc. (the “Company”) announced that it is offering \$130 million aggregate principal amount of convertible subordinated notes due 2027 to qualified institutional buyers in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). Additionally, on September 19, 2007, the Company announced pricing information for the offering.

These announcements do not constitute offers to sell or the solicitation of an offer to buy any security. Neither the notes nor the underlying shares of common stock have been registered under the Securities Act, or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Copies of the press releases announcing the private placement and the pricing of the private placement are attached hereto as Exhibits 99.1 and 99.2, respectively, and are hereby incorporated by reference.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits

<i>Exhibit Number</i>	<i>Description</i>
99.1	Press release issued by Powerwave Technologies, Inc., dated September 18, 2007.
99.2	Press release issued by Powerwave Technologies, Inc., dated September 19, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

POWERWAVE TECHNOLOGIES, INC.

Date: September 19, 2007

By: /s/ Kevin T. Michaels
Kevin T. Michaels
Chief Financial Officer

EXHIBIT INDEX

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1801 E. St. Andrew Place, Santa Ana, CA 92705
(714) 466-1000 Fax (714) 466-5800

FOR IMMEDIATE RELEASE
Powerwave Contact: Kevin Michaels
(714) 466-1608

POWERWAVE TECHNOLOGIES ANNOUNCES CONVERTIBLE NOTE OFFERING

SANTA ANA, Calif., September 18, 2007 – Powerwave Technologies, Inc. (NASDAQ: PWAV) today announced that it intends to raise approximately \$130 million through an offering of 20 -year convertible notes (the "Notes") in a private offering for resale to qualified institutional buyers meeting the criteria contained in Rule 144A under the United States Securities Act of 1933 (the "Act"). Powerwave also intends to grant the initial purchaser an option to purchase up to an additional \$20 million of Notes.

Powerwave expects to use the net proceeds from the offering for working capital and general corporate purposes, including to repay existing debt. Specifically, depending on market and other conditions, from time to time, Powerwave may repurchase a portion of its outstanding 1.25% Convertible Subordinated Notes due 2008 in open market purchases, in privately negotiated transactions, or otherwise.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any security. Neither the notes nor the underlying shares of common stock have been registered under the Act, or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Act.

The statements in this press release regarding the timing of the proposed private placement and its terms are forward-looking statements that involve risks and uncertainties including, but not limited to, market conditions and the price and market for the securities to be offered.

About Powerwave Technologies

Powerwave Technologies, Inc., is a global supplier of end-to-end wireless solutions for wireless communications networks. Powerwave designs, manufactures and markets antennas, boosters, combiners, filters, repeaters, multi-carrier RF power amplifiers and tower-mounted amplifiers and advanced coverage solutions, all for use in cellular, PCS, 3G and WiMAX networks throughout the world. Corporate headquarters are located at 1801 E. St. Andrew Place, Santa Ana, Calif. 92705. Telephone (714) 466-1000. Powerwave, Powerwave Technologies and the Powerwave logo are registered trademarks of Powerwave Technologies, Inc.

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POWERWAVE TECHNOLOGIES PRICES CONVERTIBLE SUBORDINATED NOTES

SANTA ANA, Calif., September 19, 2007 – Powerwave Technologies, Inc. (NASDAQ: PWAV) today announced that it has priced its previously announced private placement of \$130 million aggregate principal amount of convertible subordinated notes due 2027. In addition, the initial purchaser of the notes exercised its option to purchase an additional \$20 million principal amount of the notes.

The notes will be convertible into common stock of Powerwave at an initial conversion price of \$8.71 per share and will accrue interest at an annual rate of 3.875%. The notes will mature in twenty years. Powerwave may redeem the notes beginning on or after October 8, 2013 until October 7, 2014, if the closing price of Powerwave's common stock is more than 130% of the then applicable conversion price for at least 20 trading days within a 30 day consecutive trading day period. The notes may be redeemed by Powerwave at any time after October 8, 2014. The transaction is expected to close on September 24, 2007. The closing is subject to customary closing conditions.

Powerwave expects to use the net proceeds from the offering for working capital and general corporate purposes, including to repay existing debt. Specifically, depending on market and other conditions, from time to time, Powerwave may repurchase a portion of its outstanding

POWERWAVE ANNOUNCES CONVERTIBLE NOTE OFFERING

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