

Clearwire Corp /DE
Form 4
December 13, 2012

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPRINT NEXTEL CORP

(Last) (First) (Middle)
6200 SPRINT PARKWAY

(Street)

OVERLAND PARK, KS 66251

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Clearwire Corp /DE [CLWR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
Class A Common Stock, par value \$0.0001	12/11/2012	12/11/2012	P	30,922,958 A	30,922,958	I	See footnote (2)

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
See footnote (3)	(4)	12/13/2011		P	2,728,572	(4)	(4)	See footnote (5)	2,728,572
See footnote (6)	(4)	12/13/2011		P	2,728,572	(4)	(4)	See footnote (5)	2,728,572

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPRINT NEXTEL CORP 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251			X	

Signatures

/s/ Timothy O'Grady 12/13/2012

**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).

On December 11, 2012, pursuant to acceptance of a right of first offer made in accordance with the terms of the Equityholders' Agreement among Clearwire Corporation (the "Issuer"), Sprint HoldCo, LLC and the other parties thereto, SN UHC 1, Inc., a wholly owned subsidiary of Sprint Nextel Corporation, acquired (i) 30,922,958 shares of Class A Common Stock of the Issuer and (ii) 2,728,512 shares of Class B Common Stock of the Issuer and a corresponding number of Class B Common Units of Clearwire Communications LLC for \$100,000,063.55.

(2) Sprint Nextel Corporation is making this filing because of its interest in SN UHC 1, Inc.

(3) Class B Common Stock, par value \$0.0001 per share of the Issuer.

(4) Each share of Class B Common Stock of the Issuer, together with one Class B Common Unit of Clearwire Communications, LLC, is exchangeable at any time, subject to certain exceptions, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock of the Issuer and has no expiration date. There is no exercise price payable in connection with the exchanges.

(5) Class A Common Stock, par value \$0.0001 of the Issuer.

(6) Class B Common Units of Clearwire Communications LLC.

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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