

Clearwire Corp /DE
Form 3
December 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Google Inc. | | (Month/Day/Year) | Clearwire Corp /DE [CLWR] | |
| (Last) | (First) | 11/28/2008 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1600 AMPHITHEATRE PARKWAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| MOUNTAIN VIEW, Â CA Â 94043 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---|
| Class A Common Stock, par value \$0.0001 per share | 25,000,000 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|-----------------------|
| Class B Common Stock, par value \$0.0001 per share | Â (5) | Â (5) | Class A Common Stock | 0 (1) (2) | \$ (5) | I | See footnotes (1) (2) |
| Class B Common Units of Clearwire Communications, LLC | Â (5) | Â (5) | Class A Common Stock | 0 (1) (2) | \$ (5) | I | See footnotes (1) (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Google Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | Â | Â X | Â | Â |

Signatures

/s/ John Kent Walker, Jr. Vice President and General Counsel of Google Inc. 12/01/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Google Inc. ("Google") has entered into that certain Equityholders' Agreement dated as of November 28, 2008 (the "Equityholders' Agreement") with Clearwire Corporation (the "Issuer") and the other parties thereto (collectively, the "Unaffiliated Stockholders").
By virtue of the Equityholders' Agreement, Google and the Unaffiliated Stockholders may be deemed to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. The number of securities of the Issuer beneficially owned by Google as reported herein does not include the holdings of any Unaffiliated Stockholders. Google does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders. For additional information regarding the Equityholders' Agreement, see the Statement on Schedule 13D to be filed by Google and the other reporting persons named therein.
- (3) Google received the shares of Class A Common Stock reported in Table I on November 28, 2008, pursuant to that certain Transaction Agreement and Plan of Merger dated as of May 7, 2008, as amended, among Google and the other parties thereto (the "Transaction Agreement") in exchange for a \$500 million investment in the Issuer and based upon a purchase price of \$20.00 per share. The number of shares of Class A Common Stock that Google is entitled to receive pursuant to the Transaction Agreement is subject to a post-closing adjustment based upon the trading price of Class A Common Stock on NASDAQ over 15 randomly-selected trading days during the 30-day trading period ending on the 90th day after the closing of the transactions contemplated by the Transaction Agreement (the "Closing"). (Continued in Footnote 4)
- (4) The aggregate number of shares of Class A Common Stock that Google ultimately receives for its investment will be equal to its investment amount divided by the volume weighted average price on those randomly selected days. The volume-weighted price is subject to a cap of \$23.00 per share and a floor of \$17.00 per share.
- (5) Subject to certain limited exceptions, beginning on the date that is 181 days after the Closing, each share of Class B Common Stock of the Issuer, together with one Class B Common Unit of Clearwire Communications LLC, a subsidiary of the Issuer, is exchangeable at any time, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock of the Issuer.

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.