

Clearwire Corp /DE  
Form SC 13D/A  
September 14, 2012

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **SCHEDULE 13D/A**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

**§ 240.13d-1(a)**

**(Amendment No. 12)\***

## **CLEARWIRE CORPORATION**

**(Name of Issuer)**

**Class A Common Stock  
(Title of Class of Securities)**

**18538Q 105  
(CUSIP Number)**

**Michael J. Egan**

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**King & Spalding LLP**

**1180 Peachtree Street, N.E.**

**Atlanta, Georgia 30309**

**(404) 572-4600**

**(Name, address and telephone number of Person**

**Authorized to Receive Notices and Communications)**

**David L. Caplan**

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**New York, New York 10017**

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**New York, New York 10036**

**Steven C. Davis**

**Davis Wright Tremaine LLP**

**1201 Third Avenue, Suite 2200**

**Seattle, Washington 98101**

**August 29, 2012**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

(Continued on following pages)

(1) Name of reporting person:

Sprint Nextel Corporation

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

Not Applicable

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Kansas

(7) Sole Voting Power:

Number of

0

shares (8) Shared Voting Power:

beneficially

owned by

705,359,348\*

each (9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

705,359,348\*

(11) Aggregate amount beneficially owned by each reporting person:

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705,359,348\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares  x\*\*

(13) Percent of class represented by amount in Row (11):

54.3%\*

(14) Type of reporting person:

HC

\* See discussion in Items 4 through 6 of the Statement on Schedule 13D filed on December 5, 2008, as amended (the "Schedule 13D"). As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a "group" under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment No. 12 to Statement on Schedule 13D (this Amendment) nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Sprint HoldCo, LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Delaware

(7) Sole Voting Power:

Number of

shares  0  
(8) Shared Voting Power:

beneficially

owned by  705,359,348\*  
each (9) Sole dispositive power:

reporting

person  0  
(10) Shared dispositive power:

with

705,359,348\*

(11) Aggregate amount beneficially owned by each reporting person:

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705,359,348\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

54.3\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Comcast Corporation

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Pennsylvania

(7) Sole Voting Power:

Number of

shares  (8) Shared Voting Power:

beneficially

owned by  (9) Sole dispositive power:  
each

reporting

person  (10) Shared dispositive power:

with

(11) Aggregate amount beneficially owned by each reporting person:



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88,504,132\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

13.0%\*

(14) Type of reporting person:

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Comcast Wireless Investment, LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

AF

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Delaware

(7) Sole Voting Power:

Number of

shares  0  
(8) Shared Voting Power:

beneficially

owned by  88,504,132\*  
each (9) Sole dispositive power:

reporting

person  0  
(10) Shared dispositive power:  
with

88,504,132\*

(11) Aggregate amount beneficially owned by each reporting person:

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88,504,132\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

13.0%\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Time Warner Cable Inc.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Delaware

(7) Sole Voting Power:

Number of

0

shares

(8) Shared Voting Power:

beneficially

owned by

46,404,782\*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

46,404,782\*

(11) Aggregate amount beneficially owned by each reporting person:

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46,404,782\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

7.8%\*

(14) Type of reporting person:

CO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Time Warner Cable LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Delaware

(7) Sole Voting Power:

Number of

0

shares

(8) Shared Voting Power:

beneficially

owned by

46,404,782\*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

46,404,782\*

(11) Aggregate amount beneficially owned by each reporting person:

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46,404,782\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

7.8%\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

TWC Wireless Holdings I LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Delaware

(7) Sole Voting Power:

Number of  
shares 0

(8) Shared Voting Power:

beneficially

owned by 15,468,261\*

(9) Sole dispositive power:

each

reporting  
person 0

(10) Shared dispositive power:

with

15,468,261\*

(11) Aggregate amount beneficially owned by each reporting person:



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15,468,261\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

2.6%\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

TWC Wireless Holdings II LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Delaware

(7) Sole Voting Power:

Number of

0

shares

(8) Shared Voting Power:

beneficially

owned by

15,468,261\*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

15,468,261\*

(11) Aggregate amount beneficially owned by each reporting person:

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15,468,261\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

2.6%\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

TWC Wireless Holdings III LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Delaware

(7) Sole Voting Power:

Number of

0

shares

(8) Shared Voting Power:

beneficially

owned by

15,468,260\*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

15,468,260\*

(11) Aggregate amount beneficially owned by each reporting person:

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15,468,260\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

2.6%\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Bright House Networks, LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Delaware

(7) Sole Voting Power:

Number of

shares  (8) Shared Voting Power:

beneficially

owned by  (9) Sole dispositive power:  
each

reporting

person  (10) Shared dispositive power:  
with

8,474,440\*

(11) Aggregate amount beneficially owned by each reporting person:

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8,474,440\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

1.4%\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

BHN Spectrum Investments, LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Delaware

(7) Sole Voting Power:

Number of

0

shares

(8) Shared Voting Power:

beneficially

owned by

8,474,440\*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

8,474,440\*

(11) Aggregate amount beneficially owned by each reporting person:



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8,474,440\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

1.4%\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Newhouse Broadcasting Corporation

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

New York

(7) Sole Voting Power:

Number of

0

shares

(8) Shared Voting Power:

beneficially

owned by

8,474,440\*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

8,474,440\*

(11) Aggregate amount beneficially owned by each reporting person:

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8,474,440\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

1.4%\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Eagle River Holdings, LLC

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Washington

(7) Sole Voting Power:

Number of

shares 34,026,470

(8) Shared Voting Power:

beneficially

owned by \*

each (9) Sole dispositive power:

reporting

person 34,026,470

(10) Shared dispositive power:

with

\*

(11) Aggregate amount beneficially owned by each reporting person:

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34,026,470\*

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

5.7%\*

(14) Type of reporting person:

OO

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Craig O. McCaw

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds:

OO

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

United States

(7) Sole Voting Power:

Number of

shares 34,042,970  
(8) Shared Voting Power:

beneficially

owned by \*  
each (9) Sole dispositive power:

reporting

person 34,042,970  
(10) Shared dispositive power:  
with

0

(11) Aggregate amount beneficially owned by each reporting person:

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34,042,970

(12) Check box if the aggregate amount in Row (11) excludes certain shares \*\*

(13) Percent of class represented by amount in Row (11):

5.7%\*

(14) Type of reporting person:

IN

\* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

\*\* See the footnotes to the table in Item 5(a)-(b) of this Amendment.

This Amendment No. 12 (this Amendment ) amends and supplements the Statement on Schedule 13D which was jointly filed on December 5, 2008, as amended by Amendment No. 1 to the Statement on Schedule 13D which was jointly filed on February 27, 2009, as amended by Amendment No. 2 to the Statement on Schedule 13D which was jointly filed on November 12, 2009, as amended by Amendment No. 3 to the Statement on Schedule 13D which was jointly filed on December 22, 2009, as amended by Amendment No. 4 to the Statement on Schedule 13D which was jointly filed on December 7, 2010, as amended by Amendment No. 5 to the Statement on Schedule 13D which was jointly filed on December 14, 2010, as amended by Amendment No. 6 to the Statement on Schedule 13D which was jointly filed on May 13, 2011, as amended by Amendment No. 7 to the Statement on Schedule 13D which was jointly filed on June 8, 2011, as amended by Amendment No. 8 to the Statement on Schedule 13D which was jointly filed on December 16, 2011, as amended by Amendment No. 9 to the Statement on Schedule 13D which was jointly filed on February 24, 2012, as amended by Amendment No. 10 to the Statement on Schedule 13D which was jointly filed on March 14, 2012 and as amended by Amendment No. 11 to the Statement on Schedule 13D which was jointly filed on June 15, 2012 (Amendment No. 11 and collectively, the Schedule 13D ) on behalf of Sprint Nextel Corporation, a Kansas corporation (Sprint ), Sprint HoldCo, LLC, a Delaware limited liability company (Sprint HoldCo and together with Sprint, the Sprint Entities ), Comcast Corporation, a Pennsylvania corporation (Comcast ), Comcast Wireless Investment I, Inc., a Delaware corporation (Comcast I ), Comcast Wireless Investment II, Inc., a Delaware corporation (Comcast II ), Comcast Wireless Investment III, Inc., a Delaware corporation (Comcast III ), Comcast Wireless Investment IV, Inc., a Delaware corporation (Comcast IV ), Comcast Wireless Investment V, Inc., a Delaware corporation (Comcast V and, collectively with Comcast I, Comcast II, Comcast III and Comcast IV, the Specified Predecessor Comcast Entities ), Comcast Wireless Investment VI, Inc., a Delaware corporation (Comcast VI ), Time Warner Cable Inc., a Delaware corporation (TWC ), Time Warner Cable LLC, a Delaware limited liability company (TWC LLC ), TWC Wireless Holdings I LLC, a Delaware limited liability company (TWC I ), TWC Wireless Holdings II LLC, a Delaware limited liability company (TWC II ), TWC Wireless Holdings III LLC, a Delaware limited liability company (TWC III and, collectively with TWC, TWC LLC, TWC I and TWC II, the TWC Entities ), Bright House Networks, LLC, a Delaware limited liability company (BHN ), BHN Spectrum Investments, LLC, a Delaware limited liability company (BHN Spectrum ), Newhouse Broadcasting Corporation, a New York corporation (NBCo ), and collectively with BHN and BHN Spectrum, the BHN Entities ), Eagle River Holdings, LLC, a Washington limited liability company (ERH ) and Craig O. McCaw, an individual (Mr. McCaw and, together with ERH, the ERH Entities ), with respect to the Class A common stock, par value \$0.0001 per share (the Class A Common Stock ), of Clearwire Corporation, a Delaware corporation (Clearwire or the Issuer ). On August 1, 2012, Comcast completed an internal corporate reorganization whereby the Specified Predecessor Comcast Entities, each a wholly owned subsidiary of Comcast, merged with and into Comcast VI, with Comcast VI continuing as the surviving entity. Immediately following the completion of such mergers, Comcast VI was converted into a Delaware limited liability company with the name Comcast Wireless Investment, LLC (Comcast LLC and, collectively with Comcast, the Comcast Entities ). We refer to the Sprint Entities, the Comcast Entities, the TWC Entities, the BHN Entities and the ERH Entities collectively as the Reporting Persons and to each as a Reporting Person . All capitalized terms used in this Amendment and not defined herein have the meanings ascribed to such terms in the Schedule 13D.

#### Item 1. Security and Issuer.

No material change.

#### Item 2. Identity and Background.

Item 2 of the Schedule 13D is amended and supplemented as follows:

- (i) Comcast I, Comcast II, Comcast III, Comcast IV, Comcast V and Comcast VI are each deleted from the definition of the Comcast Entities , and Comcast LLC, together with Comcast, shall hereinafter be referred to as the Comcast Entities for purposes of this Schedule 13D.
- (ii) Appendix B-2 of the Schedule 13D is deleted in its entirety and replaced with the Appendix B-2 attached to this Amendment, and Appendices B-3 through B-7 of the Schedule 13D are deleted in their entirety.
- (iii) The subheadings Comcast I , Comcast II , Comcast III , Comcast IV , Comcast V and Comcast VI under Item 2 are deleted (including the text below each subheading), and the following information for Comcast LLC is added in replacement thereof:



**Comcast LLC**

- (a) Name of Person Filing Comcast LLC
- (b) Address of Principal Business Office One Comcast Center, Philadelphia, PA 19103-2838
- (c) Principal Business Wholly owned subsidiary of Comcast formed for purposes of holding Comcast's indirect interest in the Issuer.
- (d) (e) Criminal and Civil Proceedings During the last five years, neither Comcast LLC nor, to Comcast LLC's knowledge, any of the individuals referred to in Appendix B-2, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.
- (f) Place of Organization Delaware

**Item 3. Source and Amount of Funds or Other Consideration.**

No material change.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is amended and supplemented by adding the following information:

Each of the TWC Entities periodically rebalances its investments based on its goals and its evaluation of market conditions. TWC I, TWC II and TWC III plan to sell the 15,468,261, 15,468,261 and 15,468,260, respectively, shares of Class A Common Stock of Clearwire that it beneficially owns (a) to the other Reporting Persons and/or the Intel Entities, Intel Capital, Intel Cayman, and Middlefield pursuant to Section 5(a) of the Strategic Investor Agreement or Section 3.3 of the Equityholders' Agreement, as applicable, or (b) if the Reporting Persons or the Intel Entities, Intel Capital, Intel Cayman, and Middlefield do not elect to purchase all of such shares within the specified time period, in one or more public offerings or public open market transactions. Each of TWC I, TWC II and TWC III has provided to Clearwire and Clearwire Communications LLC ( Clearwire Communications ) an irrevocable written notice (the Exchange Notice ) of its request to exchange all of the shares of Class B Common Stock of Clearwire together with all of the Class B Common Units of Clearwire Communications held by each of TWC I, TWC II and TWC III into an equal number of shares of Class A Common Stock of Clearwire (the Exchange ). The Exchange Notice was delivered on September 4, 2012 and the Exchange was completed on September 13, 2012. To the extent that such sales are conducted by means of one or more public offerings or public open market transactions, such sales will be made beginning on or about September 17, 2012, in such amounts and over such time period as determined by the TWC Entities, and in compliance with all applicable securities laws.

The Reporting Persons intend to review their holdings in the Issuer on a continuing basis and, depending upon the price of the Issuer's securities, subsequent developments affecting the Issuer, the business prospects of the Issuer, general stock market and economic conditions, tax considerations and other factors deemed relevant, may consider alternatives with respect to their holdings in the Issuer.

**Item 5. Interest in Securities of the Issuer.**

Item 5(a), (b) and (c) of the Schedule 13D are hereby replaced in their entirety with the following:

(a)-(b) As of September 14, 2012, each Reporting Person may be deemed to have beneficial ownership (within the meaning of Rule 13d-3 under the Act) and shared power to vote or direct the vote of up to the amounts listed in the table below and may be deemed to constitute a group under Section 13(d) of the Act.

Reporting Person (1)	Class A Common Stock	% of Class A (2)	Class B Common Stock	% of Class B (2)	% Voting
Sprint Entities (3)	705,359,348	54.3%	705,359,348	81.0%	48.2%
Comcast (4)	88,504,132	13.0%	88,504,132	10.2%	6.0%
Comcast LLC (5)	88,504,132	13.0%	88,504,132	10.2%	6.0%
ERH(6)	34,026,470	5.7%	2,728,512	*	2.3%
TWC (7)(9)	46,404,782	7.8%		%	3.2%
TWC LLC (7) (9)	46,404,782	7.8%		%	3.2%
TWC I (8) (9)	15,468,261	2.6%		%	1.1%
TWC II (8) (9)	15,468,261	2.6%		%	1.1%
TWC III (8) (9)	15,468,260	2.6%		%	1.1%
Craig O. McCaw (10)	34,042,970	5.7%	2,728,512	*	2.3%
BHN Entities (11)	8,474,440	1.4%	8,474,440	*	*

\* Less than 1%

- (1) By virtue of the Equityholders Agreement, each of the Reporting Persons, together with the Intel Entities, Intel Capital, Intel Cayman, and Middlefield, may be deemed to be a member of a group under Section 13(d) of the Act, which may be deemed to beneficially own, have shared power to vote or direct the vote over and have shared dispositive power over 705,359,348 shares of Class A Common Stock beneficially owned by the Sprint Entities, 94,076,878 shares of Class A Common Stock beneficially owned by Intel (which includes 25,098,733 shares of Class A Common Stock held by Intel Capital, 3,333,333 shares of Class A Common Stock held by Intel Cayman, and 65,644,812 shares of Class B Common Stock held by the Intel Entities), 88,504,132 shares of Class A Common Stock beneficially owned by the Comcast Entities, 34,026,470 shares of Class A Common Stock beneficially owned by ERH (which includes 375,000 shares of Class A Common Stock issuable on exercise of warrants issued to ERH), 46,404,782 shares of Class A Common Stock beneficially owned by the TWC Entities and 8,474,440 shares of Class A Common Stock beneficially owned by the BHN Entities. As described in Item 6 of the Schedule 13D, the Equityholders Agreement includes a voting agreement under which such Equityholders and their respective affiliates share the ability to elect a majority of the Issuer's directors. The persons listed in the table disclaim beneficial ownership of the shares of capital stock beneficially owned by such other Equityholders (other than the shares of capital stock beneficially owned by their affiliates).
- (2) Shares of Class A Common Stock beneficially owned and the respective percentages of beneficial ownership of Class A Common Stock assumes the conversion of all shares of Class B Common Stock beneficially owned by such person or entity into Class A Common Stock, and the exercise of all options, warrants and other securities convertible into common stock beneficially owned by such person or entity currently exercisable or exercisable within 60 days of September 14, 2012. Shares issuable pursuant to the conversion of Class B Common Stock or the exercise of stock options and warrants exercisable within 60 days are deemed outstanding and held by the holder of such shares of Class B Common Stock, options or warrants for computing the percentage of outstanding common stock beneficially owned by such person, but are not deemed outstanding for computing the percentage of outstanding common stock beneficially owned by any other person. The respective percentages of beneficial ownership of Class A Common Stock and Class B Common Stock are based on 593,493,783 shares of Class A Common Stock and 870,711,244 shares of Class B Common Stock outstanding after giving effect to the Exchange (based on 547,089,001 shares of Class A Common Stock and 917,116,026 shares of Class B Common Stock reported by the Issuer as outstanding as of September 1, 2012).
- (3) Consists of 705,359,348 shares of Class B Common Stock beneficially owned by Sprint HoldCo.
- (4) Consists of 88,504,132 shares of Class B Common Stock beneficially owned by Comcast LLC. By virtue of the fact that Comcast LLC is a wholly-owned subsidiary of Comcast, Comcast may be deemed to have shared voting and dispositive power with respect to the shares of Class B Common Stock owned by Comcast LLC.
- (5) Consists of 88,504,132 shares of Class B Common Stock beneficially owned by Comcast LLC.
- (6) Consists of 30,922,958 shares of Class A Common Stock beneficially owned by ERH, 375,000 shares of Class A Common Stock issuable on exercise of warrants, and 2,728,512 shares of Class B Common Stock beneficially owned by ERH. ERH is controlled by Mr. McCaw. The manager of ERH is Eagle River Inc., an entity controlled by and wholly-owned by Mr. McCaw.
- (7) Consists of 46,404,782 shares of Class A Common Stock beneficially owned by the TWC Entities. By virtue of the fact that each of TWC I, TWC II and TWC III is a wholly-owned subsidiary of TWC and TWC LLC, TWC and TWC LLC may be deemed to have shared voting and dispositive power with respect to the shares of Class A Common Stock owned by each of TWC I, TWC II and TWC III. Each of TWC I, TWC II and TWC III provided an irrevocable Exchange Notice of its request to exchange all shares of Class B Common Stock held, together with all Class B Common Units of Clearwire Communications held, into an equal number of shares of Class A Common Stock of Clearwire. The Exchange Notice was delivered on September 4, 2012 and the Exchange was completed on September 13, 2012.

- (8) Consists of 15,468,261, 15,468,261, and 15,468,260 shares of Class A Common Stock beneficially owned by TWC I, TWC II, and TWC III, respectively. Each of TWC I, TWC II and TWC III has provided an irrevocable Exchange Notice of its request to exchange all shares of Class B Common Stock held, together with all Class B Common Units of Clearwire Communications held, into an equal number of shares of Class A Common Stock of Clearwire. The Exchange Notice was delivered on September 4, 2012 and the Exchange was completed on September 13, 2012.
- (9) Shares of Class B Common Stock beneficially owned and the respective percentages of beneficial ownership of Class B Common Stock reflects the completion of the Exchange as set out in the Exchange Notice.
- (10) Consists of 16,500 shares of Class A Common Stock beneficially owned by Mr. McCaw, 30,922,958 shares of Class A Common Stock beneficially owned by ERH, 375,000 shares of Class A Common Stock issuable on exercise of warrants issued to ERH, and 2,728,512 shares of Class B Common.
- (11) Consists of 8,474,440 shares of Class B Common Stock beneficially owned by the BHN Entities.

Except as set forth or incorporated herein or in the Appendices to the Schedule 13D, none of (i) the Reporting Persons, (ii) to the Sprint Entities knowledge, the persons set forth on Appendix A-1 and A-2 of the Schedule 13D, (iii) to the Comcast Entities knowledge, the persons set forth on Appendices B-1 and B-2 of the Schedule 13D, (iv) to the TWC Entities knowledge, the persons set forth on Appendices C-1 through C-5 of the Schedule 13D and (v) to the BHN Entities knowledge, the persons set forth on Appendices D-1 through D-3 of the Schedule 13D, beneficially owns any shares of Class A Common Stock as of September 14, 2012.

In addition to the beneficial ownership of the Reporting Persons described herein, the Intel Entities, Intel Capital, Intel Cayman and Middlefield may be deemed to be members of a group under Section 13(d) of the Act with the Reporting Persons by virtue of the Equityholders Agreement and have reported their beneficial ownership of securities of the Issuer separately, including the disclosure contained in Amendment No. 13 to Statement on Schedule 13D filed on June 19, 2012 (the Intel 13D/A ). The Intel 13D/A reports beneficial ownership of 94,076,878 shares of Class A Common Stock (which consists of 25,098,733 shares of Class A Common Stock held by Intel Capital, 3,333,333 shares of Class A Common Stock held by Intel Cayman and 65,644,812 shares of Class B Common Stock held by the Intel Entities). This beneficial ownership represents 14.3% of the Class A Common Stock after giving effect to the Exchange.

(c) Except as set forth or incorporated herein or in the Appendices to the Schedule 13D, none of (i) the Reporting Persons, (ii) to the Sprint Entities knowledge, the persons set forth on Appendices A-1 and A-2 of the Schedule 13D, (iii) to the Comcast Entities knowledge, the persons set forth on Appendices B-1 and B-2 of the Schedule 13D, (iv) to the TWC Entities knowledge, the persons set forth on Appendices C-1 through C-5 of the Schedule 13D and (v) to the BHN Entities knowledge, the persons set forth on Appendices D-1 through D-3 of the Schedule 13D, has effected any transaction in Class A Common Stock during the 60 days prior to September 14, 2012.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

No material change.

#### **Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

- 99.24 Letter to Comcast Corporation and Bright House Networks, LLC from TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC and TWC Wireless Holdings III LLC dated August 29, 2012, pursuant to Section 5(a) of the Strategic Investor Agreement
- 99.25 Request Notice to Clearwire from TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC and TWC Wireless Holdings III LLC dated August 29, 2012, pursuant to Section 3(c)(ii) and (d) of the Registration Rights Agreement
- 99.26 Exchange Notice to Clearwire Communications LLC and Clearwire Corporation dated September 4, 2012, pursuant to Section 7.9(c) of the Operating Agreement
- 99.27 Letter to Sprint Nextel Corporation, Eagle River Holdings, LLC, Comcast Corporation, Bright House Networks, LLC and Intel Corporation from TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC and TWC Wireless Holdings III LLC dated September 7, 2012, pursuant to Section 3.3 of the Equityholders Agreement

**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 14, 2012

**Sprint Nextel Corporation**

By /s/ Timothy P. O Grady  
Name: Timothy P. O Grady  
Title: Vice President

**Sprint HoldCo, LLC**

By /s/ Timothy P. O Grady  
Name: Timothy P. O Grady  
Title: Vice President

**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 14, 2012

**Comcast Corporation**

By /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment, LLC**

By /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 14, 2012

**Time Warner Cable Inc.**

By /s/ Satish Adige  
Name: Satish Adige  
Title: Senior Vice President, Investments

**Time Warner Cable LLC**

By /s/ Satish Adige  
Name: Satish Adige  
Title: Senior Vice President, Investments

**TWC Wireless Holdings I LLC**

By /s/ Satish Adige  
Name: Satish Adige  
Title: Senior Vice President, Investments

**TWC Wireless Holdings II LLC**

By /s/ Satish Adige  
Name: Satish Adige  
Title: Senior Vice President, Investments

**TWC Wireless Holdings III LLC**

By /s/ Satish Adige  
Name: Satish Adige  
Title: Senior Vice President, Investments

**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 14, 2012

**Bright House Networks, LLC**

By /s/ Donald E. Newhouse  
Name: Donald E. Newhouse  
Title: Vice President

**BHN Spectrum Investments, LLC**

By /s/ Donald E. Newhouse  
Name: Donald E. Newhouse  
Title: Vice President

**Newhouse Broadcasting Corporation**

By /s/ Donald E. Newhouse  
Name: Donald E. Newhouse  
Title: Vice President

**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 14, 2012

**Eagle River Holdings, LLC**

By /s/ Amit Mehta  
Name: Amit Mehta  
Title: VP



**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 14, 2012

**Craig O. McCaw**

By /s/ Craig O. McCaw  
Name: Craig O. McCaw

Appendix B-2

EXECUTIVE OFFICERS AND DIRECTORS

OF

COMCAST LLC

Appendix B-2 is hereby amended and restated in its entirety as follows:

Set forth below is a list of each executive officer and director of the Reporting Person setting forth the business address and present principal occupation or employment (and the name and address of any corporation or organization in which such employment is conducted) of each person. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to such individual's employment with the Reporting Person and each individual is a United States citizen.

Name and Business Address Directors	Present Principal Occupation (principal business of employer)	Name and Address of Corporation or Other Organization (if different from address provided in Column 1)
This entity has no directors		
<b>Executive Officers</b>		
Michael J. Angelakis  Comcast Corporation  One Comcast Center  Philadelphia, PA 19103-2838	Executive Vice President, Chief Financial Officer	
Arthur R. Block, Esq.  Comcast Corporation  One Comcast Center  Philadelphia, PA 19103-2838	Senior Vice President, General Counsel, Secretary and Assistant Treasurer	
David L. Cohen  Comcast Corporation  One Comcast Center  Philadelphia, PA 19103-2838	Executive Vice President, Assistant Secretary	
Brian L. Roberts  Comcast Corporation  One Comcast Center	President and Chief Executive Officer	

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Philadelphia, PA 19103-2838

Lawrence J. Salva

Senior Vice President, Chief Accounting  
Officer and Controller

Comcast Corporation

One Comcast Center

Philadelphia, PA 19103-2838

EXHIBIT INDEX

Exhibit	Description
99.1	Transaction Agreement and Plan of Merger, dated as of May 7, 2008, by and among Sprint Nextel Corporation, Clearwire Corporation, Comcast Corporation, Time Warner Cable Inc., Bright House Networks, LLC, Google Inc., and Intel Corporation (incorporated herein by reference to Exhibit 2.1 of Clearwire Corporation's Current Report on Form 8-K filed May 7, 2008)
99.2	Amendment No. 1 to the Transaction Agreement and Plan of Merger, dated as of November 21, 2008, by and among Sprint Nextel Corporation, Clearwire Corporation, Comcast Corporation, Time Warner Cable Inc., Bright House Networks, LLC, Google Inc., and Intel Corporation (incorporated herein by reference to Exhibit 2.1 of Clearwire Corporation's Current Report on Form 8-K filed December 1, 2008)
99.3	Equityholders' Agreement, dated as of November 28, 2008, by and among Clearwire Corporation, Sprint HoldCo, LLC, Eagle River Holdings, LLC, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation, Intel Capital (Cayman) Corporation, Middlefield Ventures, Inc., Comcast Wireless Investment I, Inc., Comcast Wireless Investment II, Inc., Comcast Wireless Investment III, Inc., Comcast Wireless Investment IV, Inc., Comcast Wireless Investment V, Inc., Google Inc., TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC, TWC Wireless Holdings III LLC, BHN Spectrum Investments, LLC and, for the limited purpose of Sections 2.13, 2.14, 2.15 and Article 4, Sprint Nextel Corporation (incorporated herein by reference to Exhibit 4.1 of Clearwire Corporation's Current Report on Form 8-K filed December 1, 2008)
99.4	Strategic Investor Agreement, dated as of November 28, 2008, by and among Comcast Wireless Investment I, Inc., Comcast Wireless Investment II, Inc., Comcast Wireless Investment III, Inc., Comcast Wireless Investment IV, Inc., Comcast Wireless Investment V, Inc., TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC, TWC Wireless Holdings III LLC, BHN Spectrum Investments, LLC, Google Inc., Comcast Corporation, Time Warner Cable Inc. and Bright House Networks, LLC*
99.5	Registration Rights Agreement, dated as of November 28, 2008, among Clearwire Corporation, Sprint Nextel Corporation, Eagle River Holdings, LLC, Intel Corporation, Comcast Corporation, Google Inc., Time Warner Cable Inc. and BHN Spectrum Investments LLC (incorporated herein by reference to Exhibit 4.2 of Clearwire Corporation's Current Report on Form 8-K filed December 1, 2008)
99.6	Amended and Restated Operating Agreement of Clearwire Communications LLC, dated as of November 28, 2008 (incorporated herein by reference to Exhibit 10.1 of Clearwire Corporation's Current Report on Form 8-K filed December 1, 2008)
99.7	Joint Filing Agreement, dated as of November 28, 2008, among the Reporting Persons and, solely for purposes of Sections 7, 8, 9 and 10, the Intel Entities, Intel Capital, Intel Cayman and Middlefield*
99.8	Investment Agreement, dated as of November 9, 2009, by and among Sprint Nextel Corporation, Clearwire Corporation, Clearwire Communications LLC, Comcast Corporation, Time Warner Cable Inc., Bright House Networks, LLC, Eagle River Holdings, LLC and Intel Corporation (incorporated herein by reference to Exhibit 10.1 of Sprint Nextel Corporation's Current Report on Form 8-K filed November 10, 2009)
99.9	Non-Unanimous Written Consent to Action in Lieu of Special Meeting of the Stockholders of Clearwire Communication, dated as of November 9, 2009, executed by Sprint HoldCo, LLC, Eagle River Holdings, LLC, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation, Intel Capital (Cayman) Corporation, Middlefield Ventures, Inc., Comcast Wireless Investment I, Inc., Comcast Wireless Investment II, Inc., Comcast Wireless Investment III, Inc., Comcast Wireless Investment IV, Inc., Comcast Wireless Investment V, Inc., Google Inc., TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC, TWC Wireless Holdings III LLC and BHN Spectrum Investments, LLC*
99.10	Unanimous Consent and Waiver, dated as of November 9, 2009, by and among Clearwire Corporation, Sprint HoldCo, LLC, Eagle River Holdings, LLC, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation,

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Exhibit	Description
	Intel Capital (Cayman) Corporation, Middlefield Ventures, Inc., Comcast Wireless Investment I, Inc., Comcast Wireless Investment II, Inc., Comcast Wireless Investment III, Inc., Comcast Wireless Investment IV, Inc., Comcast Wireless Investment V, Inc., Google Inc., TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC, TWC Wireless Holdings III LLC, BHN Spectrum Investments, LLC and, for the limited purpose of Sections 2.13, 2.14, 2.15 and Article 4, Sprint Nextel Corporation*
99.11	Form of Lock-up Agreement, dated as of December 1, 2010*
99.12	Form of Preemptive Rights Waiver, dated as of December 1, 2010*
99.13	Amendment to Equityholders Agreement, dated as of December 8, 2010, by and among Clearwire Corporation, Sprint HoldCo, LLC, Eagle River Holdings, LLC, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation, Intel Capital (Cayman) Corporation, Middlefield Ventures, Inc. and Comcast Corporation, as Strategic Investor Representative (incorporated herein by reference to Exhibit 4.11 of Clearwire Corporation's Current Report on Form 8-K filed December 13, 2010)
99.14	Letter to Clearwire Corporation from Sprint Nextel Corporation, dated June 1, 2011, pursuant to Section 2.13(j) of the Equityholders Agreement*
99.15	Commitment Agreement, dated November 30, 2011, by and among Clearwire Corporation, Clearwire Communications LLC, Sprint HoldCo, LLC and Sprint Nextel Corporation (including the Note attached as Exhibit B) (incorporated herein by reference to Exhibit 10.1 of Clearwire Corporation's Current Report on Form 8-K filed December 5, 2011)
99.16	Letter Agreement, dated November 30, 2011, by and among Clearwire Corporation, Clearwire Communications, LLC, Sprint HoldCo, LLC and Sprint Nextel Corporation (incorporated herein by reference to Exhibit 10.2 of Clearwire Corporation's Current Report on Form 8-K filed December 5, 2011)
99.17	Letter to Clearwire Corporation from Sprint Nextel Corporation, dated December 12, 2011, regarding Notice of Exercise of Preemptive Rights*
99.18	Investment Agreement, dated December 13, 2011, by and among Clearwire Corporation, Clearwire Communications LLC and Sprint HoldCo, LLC*
99.19	Form of 2011 Lock-Up Agreement*
99.20	Non-Unanimous Written Consent to Action in Lieu of Special Meeting of the Stockholders of Clearwire Corporation, dated December 7, 2011, executed by Sprint HoldCo, LLC, Comcast Corporation, as Strategic Investor Representative, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation, Intel Capital (Cayman) Corporation and Middlefield Ventures, Inc.*
99.21	Letter to the Comcast Corporation, Time Warner Cable Inc., Bright House Networks, LLC, Advance/Newhouse Partnership and Intel Corporation from Google Inc., dated February 7, 2012, pursuant to Section 5(a) of the Strategic Investor Agreement*
99.22	Letter to Sprint Nextel Corporation, Eagle River Holdings, LLC, Comcast Corporation, Time Warner Cable Inc., Bright House Networks, LLC, Advance/Newhouse Partnership and Intel Corporation from Google Inc., dated February 16, 2012, pursuant to Section 3.3 of the Equityholders Agreement*
99.23	Letter to Clearwire Corporation from Sprint Nextel Corporation, dated June 8, 2012, pursuant to Section 2.13(j) of the Equityholders Agreement*

- 99.24 Letter to Comcast Corporation and Bright House Networks, LLC from TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC and TWC Wireless Holdings III LLC dated August 29 , 2012, pursuant to Section 5(a) of the Strategic Investor Agreement
- 99.25 Request Notice to Clearwire from TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC and TWC Wireless Holdings III LLC dated August 29 , 2012, pursuant to Section 3(c)(ii) and (d) of the Registration Rights Agreement
- 99.26 Exchange Notice to Clearwire Communications LLC and Clearwire Corporation dated September 4, 2012, pursuant to Section 7.9(c) of the Operating Agreement
- 99.27 Letter to Sprint Nextel Corporation, Eagle River Holdings, LLC, Comcast Corporation, Bright House Networks, LLC and Intel Corporation from TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC and TWC Wireless Holdings III LLC dated September 7, 2012, pursuant to Section 3.3 of the Equityholders Agreement

\* Previously filed.