

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

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 14)
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)

Clearwire Corporation
(Name of Issuer)

Class A Common Stock
(Title of Series of Securities)

18538Q 10 5
(CUSIP number)

Cary I. Klafter
Vice President and Corporate Secretary
Intel Corporation
2200 Mission College Boulevard
Santa Clara, California 95054-1549
(408) 765-8080

Copy to:
Gregory T. Davidson
Gibson, Dunn & Crutcher LLP
1881 Page Mill Road
Palo Alto, California 94303-1125
(650) 849-5300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

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 which is the subject of this Schedule 13D and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP 13D/A
 No. 18538Q 10 5

1 name of reporting persons
 s.s. or i.r.s. identification nos. of above persons

Intel Corporation
 94-1672743

2 check the appropriate box if a member of a group* (a) o
 (b) x

3 sec use only

4 source of funds

WC

5 check box if disclosure of legal proceedings is required pursuant to item 2(d) or 2(e) o

6 citizenship or place of organization

Delaware

| | | |
|------------------|---|-------------------|
| number of shares | 7 | sole voting power |
|------------------|---|-------------------|

| | | |
|-----------------------|---|---------------------|
| beneficially owned by | 8 | shared voting power |
|-----------------------|---|---------------------|

| | | |
|----------------------------|---|---------------------------------------|
| each reporting person with | 9 | 94,076,878* sole dispositive power |
|----------------------------|---|---------------------------------------|

| | | |
|-------------|----|--------------------------|
| person with | 10 | shared dispositive power |
|-------------|----|--------------------------|

94,076,878*

11 aggregate amount beneficially owned by each reporting person

94,076,878*

12 check box if the aggregate amount in row (11) excludes certain shares x**

13 percent of Series represented by amount in row (11)

14.3% *

14 type of reporting person

CO

*See discussion in Items 4 through 6 of that certain Statement on Schedule 13D filed on December 8, 2008, as amended by that certain Amendment No. 1 filed on February 27, 2009, that certain Amendment No. 2 filed on November 13, 2009, that certain Amendment No. 3 filed on December 22, 2009, that certain Amendment No. 4 filed on December 6, 2010, that certain Amendment No. 5 filed on December 14, 2010, that certain Amendment No. 6 filed on May 11, 2011, that certain Amendment No. 7 filed on May 23, 2011, that certain Amendment No. 8 filed on May 31, 2011, that certain Amendment No. 9 filed on December 16, 2011, that certain Amendment No. 10 filed on February 29, 2012, that certain Amendment No. 11 filed on March 14, 2012, that certain Amendment No. 12 filed on April 13, 2012, that certain Amendment No. 13 filed on June 19, 2012 and this Amendment No. 14. As more fully described in the responses to Items 4 through 6 therein, the Reporting Person and certain other beneficial owners of Class A Common Stock identified therein may be deemed to be members of a “group” under Section 13(d) of the Act by virtue of the Equityholders’ Agreement described therein. Neither the filing of this Statement on Schedule 13D nor any amendment thereto nor any of their respective contents shall be deemed to constitute an admission by the Reporting Person that, except as expressly set forth herein and therein, 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 Item 5(a)-(b) of this Statement on Schedule 13D, as amended to date.

This Amendment No. 14 amends and supplements that certain Statement on Schedule 13D filed on December 8, 2008, as amended by that certain Amendment No. 1 filed on February 27, 2009, that certain Amendment No. 2 filed on November 13, 2009, that certain Amendment No. 3 filed on December 22, 2009, that certain Amendment No. 4 filed on December 6, 2010, that certain Amendment No. 5 filed on December 14, 2010, that certain Amendment No. 6 filed on May 11, 2011, that certain Amendment No. 7 filed on May 23, 2011, that certain Amendment No. 8 filed on May 31, 2011, that certain Amendment No. 9 filed on December 16, 2011, that certain Amendment No. 10 filed on February 29, 2012, that certain Amendment No. 11 filed on March 14, 2012, that certain Amendment No. 12 filed on April 13, 2012 and that certain Amendment No. 13 filed on June 19, 2012 (collectively, the "Schedule 13D"), by Intel Corporation, a Delaware corporation (the "Reporting Person" or "Intel"), 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").

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 (as defined below), together with Comcast, shall hereafter be referred to as the "Comcast Entities" for purposes of this Schedule 13D.

Otherwise, all capitalized terms used herein and not otherwise defined in this Amendment No. 14 shall have the meanings set forth in the Schedule 13D. Except as specifically set forth herein, the Schedule 13D remains unmodified.

Item 5. Interest in Securities of the Issuer

Items 5(a) and (b) are hereby amended and restated in their entirety as follows:

(a)-(b)

The Reporting Person does not directly own any shares of Class A Common Stock of the Issuer. As of September 14, 2012, by reason of the provisions of Rule 13d-3 under the Act, the Reporting Person is deemed to beneficially own and to share voting and investment power with respect to 94,076,878 shares of Class A Common Stock that are beneficially owned as follows:

- 28,432,066 shares of Class A Common Stock that are beneficially owned as follows: 25,098,733 shares of Class A Common Stock that are held of record by Intel Capital and 3,333,333 shares of Class A Common Stock that are held of record by Intel Cayman; and
- 65,644,812 shares of Class A Common Stock that are beneficially owned as follows: 65,644,812 shares of Class B Common Stock and Class B Common Units that are held of record by Intel Entity A.

Each share of Class B Common Stock, together with one Class B Common Unit, 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.

In addition, by virtue of the Equityholders' Agreement entered into at the Closing (see Item 6 of the Schedule 13D), the Reporting Person may be deemed to be a member of a "group" under Section 13(d) of the Act with respect to the 94,076,878 shares of Class A Common Stock beneficially owned by the Reporting Person and the following shares which are reported separately from this Amendment No. 14, based upon the information contained in that certain Amendment No. 12 to the Statement on Schedule 13D filed on September 14, 2012 by such persons, pursuant to which such persons have reported that they beneficially own: 705,359,348 shares of Class A Common Stock beneficially owned by the Sprint 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 Eagle River, 46,404,782 shares

of Class A Common Stock beneficially owned by the TWC Entities, 34,042,970 shares of Class A Common Stock beneficially owned by Craig O. McCaw and 8,474,440 shares of Class A Common Stock beneficially owned by the BHN Entities. The Reporting Person disclaims beneficial ownership of the shares of Class A Common Stock beneficially owned by such other persons.

To the knowledge of the Reporting Person, none of the persons listed on Schedule A to the Schedule 13D beneficially owns any shares of the Class A Common Stock as of the date of filing of this Amendment No. 14. Neither the filing of this Statement nor any of its contents shall be deemed to constitute an admission by any of the persons listed on Schedule A that he or she is the beneficial owner of any Class A Common Stock referred to herein for purposes of the Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Item 5(c) is amended and supplemented by adding the following to the end of the disclosure:

(c)

Based upon information provided to the Reporting Person by Comcast, on August 1, 2012, Comcast completed an internal corporate reorganization whereby Comcast I, Comcast II, Comcast III, Comcast IV and Comcast V, 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”).

TWC I, TWC II and TWC III provided to Clearwire and Clearwire Communications LLC (“Clearwire Communications”) an irrevocable written notice dated August 29, 2012 (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”). According to the Exchange Notice, 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 Sprint Entities, the Comcast Entities, ERH, Google, the BHN Entities, 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 such entities or persons did not elect to purchase all of such shares within the specified time period, in one or more public offerings or public open market transactions. The Exchange Notice was delivered on September 4, 2012 and the Exchange was completed on September 13, 2012. According to the Exchange Notice, 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.

On September 7, 2012, TWC I, TWC II and TWC III provided a written notice to the Sprint Entities, ERH, Comcast LLC, the BHN Entities, the Intel Entities, Intel Capital, Intel Cayman and Middlefield, pursuant to Section 3.3 of the Equityholders’ Agreement, notifying them of their intention to sell the shares of Class A Common Stock as set forth above and informing each such recipient of its right under the Equityholders’ Agreement to elect to purchase all or any portion of such shares. The description of such letter is not intended to be complete and is qualified in its entirety by reference to the full text of such letter, which is filed as Exhibit 99.14 hereto and incorporated herein by reference. None of the Intel Entities, Intel Capital, Intel Cayman and Middlefield elected to purchase any of such shares of Class A Common Stock.

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:

99.14 Letter to Sprint Nextel Corporation, Eagle River Holdings, LLC, Comcast Corporation, Bright House Networks, LLC and Intel Corporation from TWC I, TWC II and TWC III dated September 7, 2012, pursuant to Section 3.3 of the Equityholders' Agreement (incorporated herein by reference to Exhibit 99.27 of Amendment No. 12 to Schedule 13D, filed on September 14, 2012, by the Sprint Entities, the Comcast Entities, the ERH Entities and the BHN Entities)

SIGNATURE

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

Dated as of September 14, 2012

INTEL CORPORATION

By: /s/ Cary I. Klafter
Name: Cary I. Klafter
Title: Vice President, Legal and Corporate
Affairs, and Corporate Secretary

INTEL CORPORATION

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Cary I. Klafter, and with full power of substitution, the undersigned's true and lawful attorney-in-fact with full power to execute and file with the Securities and Exchange Commission and any stock exchange or similar authority, any report required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto said attorney-in-fact the power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person to whom power of attorney has been hereby granted ceases to be an employee of Intel Corporation.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of November, 2009.

INTEL CORPORATION

By: /s/ A. Douglas Melamed
A. Douglas Melamed
Senior Vice President,
General Counsel

SCHEDULE A

Schedule A of the Schedule 13D is hereby amended and restated in its entirety as follows:

DIRECTORS AND EXECUTIVE OFFICERS OF INTEL CORPORATION

The name, citizenship, business address, and present principal occupation or employment of each of the directors and executive officers of the Reporting Person are as set forth below.

Directors:

| Name | Present Principal Occupation or Employment | Present Business Address | Citizenship |
|--------------------------------------|--|--|-------------|
| Andy D. Bryant | Chairman of the Board | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Paul S. Otellini | President and Chief Executive Officer | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Ambassador Charlene Barshefsky | Senior International Partner, Wilmer Cutler Pickering Hale & Dorr LLP | 1875 Pennsylvania Avenue, NW Washington, DC 20006 | U.S.A. |
| Susan L. Decker | Principal, Deck3 Ventures LLC | 2494 Sand Hill Road, Suite 200 Menlo Park, CA 94025 | U.S.A. |
| John J. Donahoe | President and Chief Executive Officer, eBay Inc. | 2145 Hamilton Avenue San Jose, CA 95125 | U.S.A. |
| Reed E. Hundt | Principal, REH Advisors LLC | 2001 K Street, NW Washington, DC 20006 | U.S.A. |
| James D. Plummer | Dean of the School of Engineering, Stanford University | Dean of the School of Engineering Huang Engineering Center Suite 227 Stanford University Stanford, CA 94305 | U.S.A. |
| David S. Pottruck | Chairman and Chief Executive Officer, Red Eagle Ventures, Inc. | 201 Spear Street, Suite 1150 San Francisco, CA 94105 | U.S.A. |
| Frank D. Yeary | Principal, Darwin Capital Advisors LLC | Darwin Capital Advisors LLC 68 Lincoln Avenue Piedmont, CA 94611 | U.S.A. |
| David B. Yoffie | | Harvard Business School | U.S.A. |

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Max and Doris Starr Professor of International Business Administration, Harvard Business School
 Morgan Hall 215, Soldiers Field Park Rd.
 Boston, MA 02163

Non-Director Executives:

| Name | Present Principal Occupation or Employment | Present Business Address | Citizenship |
|--------------------|--|--|-------------|
| David Perlmutter | Executive Vice President General Manager, Intel Architecture Group Chief Product Officer | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | Israel |
| Arvind Sodhani | Executive Vice President President, Intel Capital | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| William M. Holt | Senior Vice President General Manager, Technology and Manufacturing Group | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| A. Douglas Melamed | Senior Vice President General Counsel | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Thomas M. Kilroy | Senior Vice President General Manager, Sales and Marketing Group | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Brian M. Krzanich | Senior Vice President Chief Operating Officer | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Stacy J. Smith | Senior Vice President, Director, Corporate Strategy, Chief Financial Officer | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |