

Clearwire Corp /DE
Form SC 13D/A
December 22, 2009

**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-2(a)

(Amendment No. 3)*

CLEARWIRE CORPORATION

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

18538Q 105

(CUSIP Number)

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December 21, 2009

(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: o

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)

CUSIP No. 18538Q 105 13D Page 2 of 33 Pages

NAME OF REPORTING PERSON:

1. Sprint Nextel Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. Not Applicable

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Kansas

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 531,724,348*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

531,724,348*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

531,724,348*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

73.0%*

TYPE OF REPORTING PERSON:

14.

HC

* See discussion in Items 4 through 6 of the Statement on Schedule 13D filed on December 5, 2008 (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. 3 to Statement on Schedule 13D (the 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.

CUSIP No. 18538Q 105 13D Page 3 of 33 Pages

NAME OF REPORTING PERSON:

1. Sprint HoldCo, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 531,724,348*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

531,724,348*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

531,724,348*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

73.0%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105 13D Page 4 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Pennsylvania

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 88,504,132*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

88,504,132*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

88,504,132*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

p**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

31.0%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105 13D Page 5 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment I, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 12,352,941*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105 13D Page 6 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment II, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 12,352,941*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105 13D Page 7 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment III, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 8 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment IV, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 9 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment V, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 12,352,941*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 10 of 33 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment VI, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

26,739,427*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

26,739,427*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

26,739,427*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

12.0%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 11 of 33 Pages

NAME OF REPORTING PERSON:

1. Time Warner Cable Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

46,404,782*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

46,404,782*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

46,404,782*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

19.1%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 12 of 33 Pages

NAME OF REPORTING PERSON:

1. Time Warner Cable LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

46,404,782*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

46,404,782*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

46,404,782*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

19.1%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 13 of 33 Pages

NAME OF REPORTING PERSON:

1. TWC Wireless Holdings I LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

15,468,261*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

15,468,261*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

15,468,261*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

p**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

7.3%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 14 of 33 Pages

NAME OF REPORTING PERSON:

1. TWC Wireless Holdings II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 15,468,261*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

15,468,261*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

15,468,261*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

7.3%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 15 of 33 Pages

NAME OF REPORTING PERSON:

1. TWC Wireless Holdings III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

15,468,260*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

15,468,260*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

15,468,260*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

7.3%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 16 of 33 Pages

NAME OF REPORTING PERSON:

1. Bright House Networks, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 8,474,440*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

8,474,440*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

8,474,440*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

4.1%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 17 of 33 Pages

NAME OF REPORTING PERSON:

1. BHN Spectrum Investments, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8.

8,474,440*

SOLE DISPOSITIVE POWER:

EACH REPORTING 9.

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

8,474,440*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

8,474,440*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

p**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

4.1%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 18 of 33 Pages

NAME OF REPORTING PERSON:

1. Newhouse Broadcasting Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. New York

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

8,474,440*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

8,474,440*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

8,474,440*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

4.1%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 19 of 33 Pages

NAME OF REPORTING PERSON:

1. Google Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC***

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 29,411,765

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY *

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 29,411,765

WITH SHARED DISPOSITIVE POWER:
10.
0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
29,411,765*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
p **

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
15.0%*

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.

*** Google used working capital as its source of funds to acquire shares of the Issuer in connection with Google's initial investment and subsequent post-closing adjustment pursuant to the Transaction Agreement described in further detail below. Google did not participate in the Investment Transactions described in further detail below.

CUSIP No. 18538Q 105

13D

Page 20 of 33 Pages

NAME OF REPORTING PERSON:

1. Eagle River Holdings, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Washington

SOLE VOTING POWER:

7. NUMBER OF 39,639,803

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY *

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 39,639,803

WITH SHARED DISPOSITIVE POWER:

10.

*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

39,639,803*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

19.8%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 21 of 33 Pages

NAME OF REPORTING PERSON:

1. Craig O. McCaw

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. United States

SOLE VOTING POWER:

7. NUMBER OF 41,468,135

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY *

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 41,468,135

WITH SHARED DISPOSITIVE POWER:

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

41,468,135*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

20.5%*

TYPE OF REPORTING PERSON:

14.

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.

CUSIP No. 18538Q 105

13D

Page 22 of 33 Pages

NAME OF REPORTING PERSON:

1. CWCI, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Washington

SOLE VOTING POWER:

7.

NUMBER OF 111,666

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 111,666

WITH SHARED DISPOSITIVE POWER:

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

111,666*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

Less than 1%*

TYPE OF REPORTING PERSON:

14.

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.

This Amendment No. 3 (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 and as amended by Amendment No. 2 to the Statement on Schedule 13D which was jointly filed on November 12, 2009 (as so amended, 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, Comcast I, Comcast II, Comcast III and Comcast IV, the Comcast Entities), 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), Google Inc., a Delaware corporation (Google), Eagle River Holdings, LLC, a Washington limited liability company (ERH), Craig O. McCaw, an individual (Mr. McCaw), and CWCI LLC, a Washington limited liability company (CWCI), and collectively with ERH and Mr. McCaw, 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). We refer to the Sprint Entities, the Comcast Entities, the TWC Entities, the BHN Entities, Google 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 2. Identity and Background.

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

- (i) Comcast Wireless Investment VI, Inc., a Delaware corporation (Comcast VI), is hereby added as a Reporting Person, and for purpose of the Schedule 13D, shall be deemed, together with Comcast, Comcast I, Comcast II, Comcast III, Comcast IV and Comcast V, to be the Comcast Entities.
- (ii) The following information is hereby added with respect to Comcast VI below the corresponding information for Comcast V:

Comcast VI

- | | |
|--|---|
| (a) Name of Person Filing | Comcast VI |
| (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 VI nor, to Comcast VI's knowledge, any of the individuals referred to in Appendix B-7, 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 4. Purpose of Transaction.

Item 4 of the Schedule 13D is amended and supplemented by adding the following to the end of the disclosure under the subheading Investment Agreement :

The First Investment Closing occurred on November 13, 2009 and the Second Investment Closing occurred on December 21, 2009. In connection with the Second Investment Closing, the first installment of the Transaction Fee was paid to each of Sprint, Comcast, TWC and BHN. Sprint received (i) half of such installment of the Transaction Fee payable to Sprint in Clearwire Communications Class B Common Interests valued at \$7.33 per unit, representing 1,117,253 Class B Common Interests, and an equal number of Clearwire Communications Voting Interests and (ii) the other half of such installment of the Transaction Fee payable to Sprint in cash, by wire transfer of immediately available funds. Immediately following the receipt by Sprint of Clearwire Communications Voting Interests, Sprint contributed to Clearwire its Clearwire Communications Voting Interests in exchange for an equal number of shares of Class B Common Stock. Comcast, TWC and BHN received their respective installments of their portions of such Transaction Fee in cash, by wire transfer of immediately available funds.

The remaining installment of the Transaction Fee will be payable in connection with the Third Investment Closing, which is targeted to be completed during the first quarter of 2010. The Third Investment Closing is subject to Clearwire's delivery of certain financial information to Sprint for use in its financial reporting and satisfaction of certain other customary closing conditions. Pursuant to the Investment Agreement, Sprint irrevocably elected to receive at least half of such installment of the Transaction Fee payable to Sprint in connection with the Third Investment Closing in Clearwire Communications Class B Common Interests valued at \$7.33 per unit, representing 170,533 Class B Common Interests, and an equal number of Clearwire Communications Voting Interests (the Sprint Third Closing Equity Fee). Immediately following the receipt by Sprint of Clearwire Communications Voting Interests, Sprint will contribute to Clearwire its Clearwire Communications Voting Interests in exchange for an equal number of shares of Class B Common Stock.

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 December 21, 2009 and after giving effect to (i) the Transactions, (ii) the Equityholders Agreement, (iii) the post-closing adjustment and (iv) the Investment Transactions (including the Sprint Third Closing Equity Fee), 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	% of	Class B	% of	% Voting
	Common Stock	Class A	Common Stock	Class B	
	(2)	(2)			
Sprint Entities (3)	531,724,348	73.0%	531,724,348	71.5%	56.55%
Comcast (4)	88,504,132	31.0%	88,504,132	11.9%	9.4%
Comcast I (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%
Comcast II (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%
Comcast III (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%

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Comcast IV (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%
Comcast V (5)	12,352,941	5.9%	12,352,941	1.7%	1.3%
Comcast VI (6)	26,739,427	12.0%	26,739,427	3.6%	2.8%

Reporting Person (1):	Class A	% of Class	Class B	% of	%
	Common Stock (2)	A (2)	Common Stock	Class B	Voting
ERH (7)	39,639,803	19.8%	2,728,512	*	4.1%
Google (8)	29,411,765	15.0%			3.1%
TWC (9)	46,404,782	19.1%	46,404,782	6.2%	4.9%
TWC LLC (9)	46,404,782	19.1%	46,404,782	6.2%	4.9%
TWC I (10)	15,468,261	7.3%	15,468,261	2.1%	1.7%
TWC II (10)	15,468,261	7.3%	15,468,261	2.1%	1.7%
TWC III (10)	15,468,260	7.3%	15,468,260	2.1%	1.7%
Craig O. McCaw (11)	41,468,135	20.5%	2,728,512	*	4.1%
BHN Entities (12)	8,474,440	4.1%	8,474,440	1.1%	*

* Less than 1%

(1) By virtue of the Equityholders Agreement entered into at the Closing, 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
531,724,348
shares of
Class A
Common Stock
beneficially
owned by the
Sprint Entities,
102,404,811
shares of
Class A
Common Stock
beneficially
owned by Intel
(which includes
33,333,333
shares of
Class A
Common Stock
held by Intel
Capital,
3,333,333
shares of
Class A
Common Stock
held by Intel
Cayman, 93,333
shares of
Class A
Common Stock
issuable on
exercise of
warrants held by
Middlefield,
58,823,530
shares of
Class B
Common Stock
issued to the
Intel Entities
upon Closing
and as adjusted
by the
post-closing
adjustment,
6,531,290
shares of
Class B
Common Stock
issued to the

Intel Entities pursuant to the Investment Transactions and 289,992 shares of Class B Common Stock to be issued to the Intel Entities pursuant to the Investment Transactions at the Third Investment Closing), 88,504,132 shares of Class A Common Stock beneficially owned by the Comcast Entities, 39,639,803 shares of Class A Common Stock beneficially owned by ERH (which includes 988,333 shares of Class A Common Stock issuable on exercise of warrants issued to ERH), 29,411,765 shares of Class A Common Stock beneficially owned by Google, 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
have entered
into the
Equityholders
Agreement in
connection with
the completion
of the
Transactions
which 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 December 21, 2009. 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
are based on
196,776,715
shares of
Class A
Common Stock
outstanding on
December 14,
2009.

- (3) Consists of
370,000,000
shares of
Class B
Common Stock
issued to Sprint
HoldCo upon
Closing,
154,732,533
shares of
Class B
Common Stock
issued to Sprint
HoldCo
pursuant to the
Investment

Transactions,
and 6,991,815
shares of
Class B
Common Stock
to be issued to
Sprint pursuant
to the
Investment
Transactions at
the Third
Investment
Closing
(including the
Sprint Third
Closing Equity
Fee). Pursuant
to the
Investment
Agreement,
Sprint intends to
assign the right
to purchase such
equity interests
at the Third
Investment
Closing to
Sprint HoldCo.

- (4) Consists of 61,764,705 shares of Class B Common Stock issued to the Comcast Entities upon Closing and as adjusted by the post-closing adjustment, 25,602,657 shares of Class B Common Stock issued to the Comcast Entities pursuant to the Investment Transactions and 1,136,770 shares of Class B Common Stock expected to be issued to the Comcast Entities pursuant to the Investment Transactions at the Third Investment Closing. Comcast IV purchased all 25,602,657 shares of Class B Common issued to the Comcast Entities pursuant to the Investment

Transactions and, pursuant to the Investment Agreement, Comcast intends to assign the right to purchase all of the equity interests issuable to Comcast at the Third Investment Closing to Comcast VI. By virtue of the fact that each of Comcast I, Comcast II, Comcast III, Comcast IV, Comcast V and Comcast VI 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 each of Comcast I, Comcast II, Comcast III, Comcast IV, Comcast V and Comcast VI.

- (5) Consists of 12,352,941 shares of Class B Common Stock issued to each of Comcast I,

Comcast II,
Comcast III,
Comcast IV and
Comcast V
upon Closing
and as adjusted
by the
post-closing
adjustment.

(6) Consists of
25,602,657
shares of
Class B
Common Stock
issued to
Comcast VI
pursuant to the
Investment
Transactions
and 1,136,770
shares of
Class B
Common Stock
expected to be
issued to
Comcast VI
pursuant to the
Investment
Transactions at
the Third
Investment
Closing.

(7) Consists of
35,922,958
shares of
Class A
Common Stock,
988,333 shares
of Class A
Common Stock
issuable on
exercise of
warrants,
2,612,516
shares of
Class B
Common Stock
issued to ERH
pursuant to the

Investment Transactions, and 115,996 shares of Class B Common Stock to be issued to ERH pursuant to the Investment Transactions at the Third Investment Closing. ERH is controlled by Mr. McCaw. The manager of ERH is Eagle River Inc., an entity controlled by and wholly-owned by Mr. McCaw.

- (8) Consists of 29,411,765 shares of Class A Common Stock issued to Google upon Closing and as adjusted by the post-closing adjustment.
- (9) Consists of 32,352,941 shares of Class B Common Stock issued to the TWC Entities upon Closing, as adjusted by the post-closing adjustment, 13,454,457 shares of Class B Common Stock

issued to the TWC Entities pursuant to the Investment Transactions, and 597,384 shares of Class B Common Stock to be issued to the TWC Entities pursuant to the Investment Transactions at the Third Investment Closing. Pursuant to the Investment Agreement, TWC intends to assign the right to purchase such equity interests at the Third Investment Closing equally to each of TWC I, TWC II and TWC III. 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 B Common Stock owned by each of TWC I, TWC

II and TWC III.

- (10) Consists of 10,784,314, 10,784,314, and 10,784,313 shares of Class B Common Stock issued to TWC I, TWC II, and TWC III, respectively, upon Closing and as adjusted by the post-closing adjustment, 4,484,819, 4,484,819, and 4,484,819 shares of Class B Common Stock issued to TWC I, TWC II, and TWC III, respectively, pursuant to the Investment Transactions, and 597,384 shares of Class B Common Stock to be issued to TWC pursuant to the Investment Transactions at the Third Investment Closing. Pursuant to the Investment Agreement, TWC intends to assign the right to purchase such equity interests at the Third

Investment
Closing equally
to each of TWC
I, TWC II and
TWC III.

- (11) Consists of
options to
purchase
1,666,666
shares of
Class A
Common Stock,
111,666 shares
of Class A
Common Stock
held by CWCI,
35,922,958
shares of
Class A
Common Stock
issued to ERH,
988,333 shares
of Class A
Common Stock
issuable on
exercise of
warrants issued
to ERH, a
restricted stock
unit grant of
50,000 shares of
Class A
Common Stock,
which grant
expires on
January 14,
2012, 2,612,516
shares of
Class B
Common Stock
issued to ERH
pursuant to the
Investment
Transactions,
and 115,996
shares of
Class B
Common Stock
to be issued to
ERH pursuant

to the
Investment
Transactions at
the Third
Investment
Closing.
Mr. McCaw
owns all of the
voting
membership
interests in ERH
and also
controls and
wholly-owns
Eagle River
Inc., the
manager of
ERH.

- (12) Consists of
5,882,353
shares of
Class B
Common Stock
issued to BHN
Spectrum upon
Closing and as
-

adjusted by the post-closing adjustment, 2,481,890 shares of Class B Common Stock issued to BHN Spectrum pursuant to the Investment Transactions and 110,197 shares of Class B Common Stock to be issued to BHN Spectrum pursuant to the Investment Transactions at the Third Investment Closing. Pursuant to the Investment Agreement, BHN intends to assign the right to purchase such equity interests at the Third Investment Closing to BHN Spectrum.

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 through B-7 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, (v) to the BHN Entities' knowledge, the persons set forth on Appendices D-1 through D-3 of the Schedule 13D, and (vi) to Google's knowledge, the persons set forth on Appendix E of the Schedule 13D, beneficially owns any shares of Class A Common Stock as of December 21, 2009.

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 are reporting their adjusted ownership separately on an Amendment No. 3 to Statement on Schedule 13D dated on or about December 22, 2009 (the Intel 13D/A). The

Intel 13D/A reports beneficial ownership of 102,404,811 shares of Class A Common Stock (which consists of 58,823,530 shares of Class B Common Stock issued to the Intel Entities upon Closing and as adjusted by the post-closing adjustment, 33,333,333 shares of Class A Common Stock held by Intel Capital, 3,333,333 shares of Class A Common Stock held by Intel Cayman, 93,333 shares of Class A Common Stock issuable on exercise of warrants held by Middlefield, 6,531,290 shares of Class B Common Stock issued to the Intel Entities pursuant to the Investment Transactions and 289,992 shares of Class B Common Stock to be issued to the Intel Entities pursuant to the Investment Transactions at the Third Investment Closing), representing 39.0% of the Class A Common Stock. For additional information regarding the Intel Entities, Intel Capital, Intel Cayman and Middlefield and their beneficial ownership, see the Intel 13D/A.

(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 Appendix A-1 and A-2 of the Schedule 13D, (iii) to the Comcast Entities knowledge, the persons set forth on Appendices B-1 through B-7 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, (v) to the BHN Entities knowledge, the persons set forth on Appendices D-1 through D-3 of the Schedule 13D, and (vi) to Google's knowledge, the persons set forth on Appendix E of the Schedule 13D, has effected any transaction in Class A Common Stock during the 60 days prior to December 21, 2009.

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: December 22, 2009

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

Comcast Corporation

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

Comcast Wireless Investment I, Inc.

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

Comcast Wireless Investment II, Inc.

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

Comcast Wireless Investment III, Inc.

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

Comcast Wireless Investment IV, Inc.

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

Comcast Wireless Investment V, Inc.

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

Comcast Wireless Investment VI, Inc.

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

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

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: President

Google Inc.

By /s/Kent Walker
Name: Kent Walker
Title: Vice President and General Counsel

Eagle River Holdings, LLC

By /s/Amit Mehta
Name: Amit Mehta
Title: Vice President

Craig O. McCaw

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

CWCI, LLC

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

Appendix A-1
EXECUTIVE OFFICERS AND DIRECTORS
OF
SPRINT

Appendix A-1 of the Schedule 13D is hereby amended by adding the row for Daniel H. Schulman set forth below:

Daniel H. Schulman	President, Prepaid of Sprint Nextel Corporation
Sprint Nextel Corporation	
6200 Sprint Parkway,	
Overland Park, Kansas	
66251	

Appendix B-1
EXECUTIVE OFFICERS AND DIRECTORS
OF
COMCAST

Appendix B-1 of the Schedule 13D is amended by deleting the row for J. Michael Cook in its entirety and replacing it with the row set forth below:

J. Michael Cook*	Retired Chairman and Chief	980 Lake Avenue
Comcast Corporation	Executive Officer of Deloitte	Greenwich, CT 06831
One Comcast Center	& Touche LLP	
Philadelphia, PA 19103-2838		

Appendix B-7
EXECUTIVE OFFICERS AND DIRECTORS
OF
COMCAST VI

Set forth below is a list of each executive officer and director of Comcast VI 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 Comcast VI and each individual is a United States citizen.

Name and Business Address	Present Principal Occupation (principal business of employer)	Name and Address of Corporation or Other Organization (if different from address provided in Column 1)
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	
Stephen B. Burke Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838	Executive Vice President, Chief Operating Officer	
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 Philadelphia, PA 19103-2838	President and Chief Executive Officer	
Lawrence J. Salva Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838	Senior Vice President, Chief Accounting Officer and Controller	

* Director