

Clearwire Corp /DE
Form 4
November 12, 2009

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
INTEL CORP

(Last) (First) (Middle)

2200 MISSION COLLEGE
BLVD, RNB-4-151

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | A N S |
|--|------------------------------|------------------|------------|---------------------------------|-----|------------------|-----------------|----------------------|-------|
| | | | | (A) | (D) | | | | |
| Class B Common Stock, par value \$0.0001 per share | (4) | 11/09/2009 | A | 6,821,282 (1) (2) (3) | | (4) | (4) | Class A Common Stock | 6 |
| Class B Common Interests of Clearwire Communications LLC | (4) | 11/09/2009 | A | 6,821,282 (1) (2) (3) | | (4) | (4) | Class A Common Stock | 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INTEL CORP 2200 MISSION COLLEGE BLVD RNB-4-151 SANTA CLARA, CA 95054 | X | X | | |

Signatures

/s/ Cary I. Klafter, Secretary 11/11/2009

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On November 9, 2009, Intel Corporation entered into an Investment Agreement with Clearwire Corporation (the "Issuer"), Clearwire Communications LLC, a subsidiary of the Issuer ("Clearwire Communications"), Sprint Nextel Corporation, Comcast Corporation, Time Warner Cable Inc., Eagle River Holdings, LLC, and Bright House Networks, LLC pursuant to which Intel Corporation or its affiliates will invest in Clearwire Communications a total of approximately \$50 million in exchange for voting equity interests in Clearwire Communications (the "Clearwire Communications Voting Interests"), and Class B non-voting common interests in Clearwire Communications (the "Clearwire Communications Class B Common Interests"). Continued on footnote (2).

(2) Immediately following the receipt by Intel Corporation or its affiliates of Clearwire Communications Voting Interests and Clearwire Communications Class B Common Interests, it will contribute to Clearwire its Clearwire Communications Voting Interests in exchange for an equal number of shares of Class B common stock, par value \$0.0001 per share, of Clearwire ("Class B Common Stock"). The investment will occur in three closings with the First Investment Closing for 4,610,974 shares of Class B Common Stock and 4,610,974 Clearwire Communications Class B Common Interests occurring on the first business day following satisfaction of the relevant customary closing conditions, provided that this closing will not occur prior to November 13, 2009. Continued on footnote (3).

(3) The Second Investment Closing for 1,920,316 shares of Class B Common Stock and 1,920,316 Clearwire Communications Class B Common Interests will occur 20 calendar days after the mailing of an Information Statement on Schedule 14C to Clearwire Corporation's stockholders and certain other customary closing conditions. The Third Investment Closing for 289,992 shares of Class B Common Stock and 289,992 Clearwire Communications Class B Common Interests is expected to occur in the first fiscal quarter of 2010. Certain conditions to each of the closings under the Investment Agreement may be waived by the Investors.

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- (4) Each share of Class B Common Stock, together with one Clearwire Communications Class B Common Interest, is exchangeable at any time, subject to certain limited exceptions, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock of the Issuer, and has no expiration date.

- (5) The securities reported in Table II of this report are or will be owned indirectly by Intel Corporation through certain wholly owned subsidiaries. Following the closing of the transactions described in footnotes (1)-(3), the securities will be held as follows: 21,881,604 shares of Class B Common Stock and Class B Common Units held of record by Intel Capital Wireless Investment Corporation 2008A; 21,881,604 shares of Class B Common Stock and Class B Common Units held of record by Intel Capital Wireless Investment Corporation 2008B; and 21,881,604 shares of Class B Common Stock and Class B Common Units held of record by Intel Capital Wireless Investment Corporation 2008C.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.