

Clearwire Corp /DE  
Form SC 13D/A  
February 24, 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-2(a)**

**(Amendment No. 9)\***

## **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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**(404) 572-4600**

**(Name, Address and Telephone Number of Person**

**Authorized to Receive Notices and Communications)**

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**February 7, 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.

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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

(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

shares **0**  
(8) Shared voting power:

beneficially

owned by **627,945,914\***  
each (9) Sole dispositive power:

reporting

person **0**  
(10) Shared dispositive power:  
with

**627,945,914\***

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

627,945,914\*

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

X\*\*

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

58.1%\*

(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. 9 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.

CUSIP No. 18538Q 105

13D

(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  627,945,914\*  
each (9) Sole dispositive power:

reporting

person  0  
(10) Shared dispositive power:

with

627,945,914\*

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

627,945,914\*

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

X\*\*

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

58.1%\*

(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.

CUSIP No. 18538Q 105

13D

(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  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:



88,504,132\*

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

X\*\*

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

16.4%\*

(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.

CUSIP No. 18538Q 105

13D

(1) Name of reporting person:

Comcast Wireless Investment I, Inc.

(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  12,352,941\*  
each (9) Sole dispositive power:

reporting

person  0  
(10) Shared dispositive power:  
with

12,352,941\*

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

12,352,941\*

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

X\*\*

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

2.7%\*

(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.

CUSIP No. 18538Q 105

13D

(1) Name of reporting person:

Comcast Wireless Investment II, Inc.

(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 12,352,941 \*

each (9) Sole dispositive power:

reporting

person 0

(10) Shared dispositive power:

with

12,352,941 \*

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

12,352,941\*

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

X\*\*

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

2.7%\*

(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.

CUSIP No. 18538Q 105

13D

(1) Name of reporting person:

Comcast Wireless Investment III, Inc.

(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 12,352,941 \*

each (9) Sole dispositive power:

reporting

person 0

(10) Shared dispositive power:

with

12,352,941 \*

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

12,352,941\*

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

X\*\*

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

2.7%\*

(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.

CUSIP No. 18538Q 105

13D

(1) Name of reporting person:

Comcast Wireless Investment IV, Inc.

(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 12,352,941 \*

each (9) Sole dispositive power:

reporting

person 0

(10) Shared dispositive power:

with

12,352,941 \*

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



12,352,941\*

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

X\*\*

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

2.7%\*

(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.

CUSIP No. 18538Q 105

13D

(1) Name of reporting person:

Comcast Wireless Investment V, Inc.

(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

Number of (7) Sole voting power:

shares

beneficially 0

owned by

each

reporting

person

with