

Clearwire Corp /DE
Form 4
July 10, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
SPRINT NEXTEL CORP

(Last) (First) (Middle)

6200 SPRINT PARKWAY

(Street)

OVERLAND PARK, KS 66251

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2013

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock, par value \$0.0001 | 07/09/2013 | | J(1) | 734,774,161 A | 734,774,161 | D | |
| Class A Common Stock, par value \$0.0001 | | | | | 88,422,958 | I | See footnote (2) |

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

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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 Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| See footnote (3) | (4) | | | | | (4) (4) | See footnote (5) 650,587,860 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPRINT NEXTEL CORP 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251 | | X | | |

Signatures

/s/ Timothy P. O'Grady 07/10/2013

**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).
- Pursuant to the Agreement and Plan of Merger, dated as of December 17, 2012, as amended on April 18, 2013, May 21, 2013 and June 20, 2013 (the "Merger Agreement"), by and among the Issuer, Sprint Nextel Corporation ("Sprint") and Collie Acquisition Corp. ("Merger Sub"), on July 9, 2013, Merger Sub was merged with and into the Issuer with the Issuer continuing as the surviving corporation and a wholly owned subsidiary of Sprint. Immediately prior to the effective time of the merger, Sprint owned 734,774,161 shares of common stock of Merger Sub. Pursuant to the Merger Agreement, at the effective time of the merger, such shares were converted into 734,774,161 shares of Class A Common Stock of the Issuer.
- (1)
 - (2) Sprint indirectly beneficially owns 88,422,958 shares of Class A Common Stock of the Issuer because of its interests in Sprint HoldCo, LLC and SN UHC 1, Inc. Sprint HoldCo, LLC, which is a wholly owned subsidiary of Sprint, owns 57,500,000 shares of Class A

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Common Stock of the Issuer. SN UHC 1, Inc., which is a wholly owned subsidiary of Sprint, owns 30,922,958 shares of Class A Common Stock of the Issuer.

- (3) Class B Common Stock, par value \$0.0001 per share of the Issuer.

Each share of Class B Common Stock of the Issuer, together with one Class B Common Unit of Clearwire Communications Inc.

- (4) ("Clearwire Communications"), is exchangeable at any time, subject to certain 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. There is no exercise price payable in connection with the exchanges.

- (5) Class A Common Stock, par value \$0.0001 of the Issuer.

Sprint indirectly beneficially owns 650,587,860 shares of Class B Common Stock of the Issuer, together with a corresponding number of Class B Common Units of Clearwire Communications, because of its interests in Sprint HoldCo, LLC and SN UHC 1, Inc. Sprint

- (6) HoldCo, LLC, which is a wholly owned subsidiary of Sprint, owns 647,859,348 shares of Class B Common Stock of the Issuer, together with a corresponding number of Class B Common Units of Clearwire Communications. SN UHC 1, Inc., which is a wholly owned subsidiary of Sprint, owns 2,728,512 shares of Class B Common Stock of the Issuer, together with a corresponding number of Class B Common Units of Clearwire Communications.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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