

NextWave Wireless Inc.
Form SC 13D/A
January 30, 2013

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

SCHEDULE 13D/A
(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

NEXTWAVE WIRELESS INC.

(Name of Issuer)

Common Stock, par value \$0.007 per share

(Title of Class of Securities)

65337Y102

(CUSIP Number)

Eric Ross
Senior Managing Director and Chief Compliance Officer
Avenue Capital Group
399 Park Avenue, 6th Floor
New York, NY 10022
(212) 850-3520

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

January 24, 2013

(Date of Event Which Requires Filing of this Amendment)

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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 this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (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)

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- 1 Names of Reporting Persons
Avenue Capital Management II, L.P. (Avenue Capital Management II)
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) o
- 3 SEC Use Only
- 4 Source of Funds
SC; OO
- 5 Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
- 6 Citizenship or Place of Organization
Delaware
- | | | |
|---|----|---------------------------------|
| | 7 | Sole Voting Power -0- |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power -0- |
| | 9 | Sole Dispositive Power -0- |
| | 10 | Shared Dispositive Power -0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
- 12 Check box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
-0-
- 14 Type of Reporting Person
PN

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| | | |
|---|---|---------------------------------|
| 1 | Names of Reporting Persons Avenue Capital Management II GenPar, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3 | SEC Use Only | |
| 4 | Source of Funds SC; OO | |
| 5 | Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power -0- |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power -0- |
| | 9 | Sole Dispositive Power -0- |
| | 10 | Shared Dispositive Power -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | -0- |
| 12 | Check box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | -0- |
| 14 | Type of Reporting Person CO | |

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| | | |
|----|--|-----------------------|
| 1 | Names of Reporting Persons Marc Lasry | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/> | o o |
| 3 | SEC Use Only | |
| 4 | Source of Funds SC; OO | |
| 5 | Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization United States of America | |
| 7 | Sole Voting Power -0- | |
| 8 | Shared Voting Power -0- | |
| 9 | Sole Dispositive Power -0- | |
| 10 | Shared Dispositive Power -0- | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person -0- | |
| 12 | Check box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) -0- | |
| 14 | Type of Reporting Person IN | |

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| | | |
|---|---|---------------------------------|
| 1 | Names of Reporting Persons Avenue Special Situations Fund IV, L.P. (Avenue Spec IV) | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds SC; OO | |
| 5 | Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | |
| 6 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power -0- |
| | 8 | Shared Voting Power -0- |
| | 9 | Sole Dispositive Power -0- |
| | 10 | Shared Dispositive Power -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person -0- | |
| 12 | Check box if the Aggregate Amount in Row (11) Excludes Certain Shares o | |
| 13 | Percent of Class Represented by Amount in Row (11) -0- | |
| 14 | Type of Reporting Person PN | |

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|---|--|---------------------------------|
| 1 | Names of Reporting Persons Avenue Capital Partners IV, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds SC; OO | |
| 5 | Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power -0- |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power -0- |
| | 9 | Sole Dispositive Power -0- |
| | 10 | Shared Dispositive Power -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person -0- | |
| 12 | Check box if the Aggregate Amount in Row (11) Excludes Certain Shares o | |
| 13 | Percent of Class Represented by Amount in Row (11) -0- | |
| 14 | Type of Reporting Person CO | |

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|---|--|---------------------------------|
| 1 | Names of Reporting Persons GL Partners IV, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/> | o o |
| 3 | SEC Use Only | |
| 4 | Source of Funds SC; OO | |
| 5 | Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power -0- |
| | 8 | Shared Voting Power -0- |
| | 9 | Sole Dispositive Power -0- |
| | 10 | Shared Dispositive Power -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | -0- |
| 12 | Check box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) | -0- |
| 14 | Type of Reporting Person CO | |

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| | | |
|---|---|---------------------------------|
| 1 | Names of Reporting Persons Avenue Investments, L.P. (Avenue Investments) | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds SC; OO | |
| 5 | Check box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power -0- |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power -0- |
| | 9 | Sole Dispositive Power -0- |
| | 10 | Shared Dispositive Power -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person -0- | |
| 12 | Check box if the Aggregate Amount in Row (11) Excludes Certain Shares o | |
| 13 | Percent of Class Represented by Amount in Row (11) -0- | |
| 14 | Type of Reporting Person PN | |

