

CLEARWIRE CORP

Form 3

November 28, 2008

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Google Inc.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/28/2008

3. Issuer Name **and** Ticker or Trading Symbol
CLEARWIRE CORP [CLWR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)1600 AMPHITHEATRE
PARKWAY

(Street)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting PersonMOUNTAIN
VIEW,Â CAÂ 94043

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Class A Common Stock, par value \$0.0001
per share25,000,000 (1) (2) (3) (4)

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Class B Common Stock, par value \$0.0001 per share	Â (5)	Â (5)	Class A Common Stock	0 (1) (2)	\$ (5)	I	See footnotes (1) (2)
Class B Common Units of Clearwire Communications, LLC	Â (5)	Â (5)	Class A Common Stock	0 (1) (2)	\$ (5)	I	See footnotes (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Google Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW,Â CAÂ 94043	Â	Â X	Â	Â

Signatures

/s/ John Kent Walker, Jr. Vice President and General Counsel of Google
Inc.

11/28/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Google Inc. ("Google") has entered into that certain Equityholders' Agreement dated as of November 28, 2008 (the "Equityholders' Agreement") with Clearwire Corporation (the "Issuer") and the other parties thereto (collectively, the "Unaffiliated Stockholders").

- By virtue of the Equityholders' Agreement, Google and the Unaffiliated Stockholders may be deemed to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. The number of securities of the Issuer beneficially owned by Google as reported herein does not include the holdings of any Unaffiliated Stockholders. Google does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders. For additional information regarding the Equityholders' Agreement, see the Statement on Schedule 13D to be filed by Google and the other reporting persons named therein.

- (3) Google received the shares of Class A Common Stock reported in Table I on November 28, 2008, pursuant to that certain Transaction Agreement and Plan of Merger dated as of May 7, 2008, as amended, among Google and the other parties thereto (the "Transaction Agreement") in exchange for a \$500 million investment in the Issuer and based upon a purchase price of \$20.00 per share. The number of shares of Class A Common Stock that Google is entitled to receive pursuant to the Transaction Agreement is subject to a post-closing adjustment based upon the trading price of Class A Common Stock on NASDAQ over 15 randomly-selected trading days during the 30-day trading period ending on the 90th day after the closing of the transactions contemplated by the Transaction Agreement (the "Closing"). (Continued in Footnote 4)

- (4) The aggregate number of shares of Class A Common Stock that Google ultimately receives for its investment will be equal to its investment amount divided by the volume weighted average price on those randomly selected days. The volume-weighted price is subject to a cap of \$23.00 per share and a floor of \$17.00 per share.

- (5) Subject to certain limited exceptions, beginning on the date that is 181 days after the Closing, each share of Class B Common Stock of the Issuer, together with one Class B Common Unit of Clearwire Communications LLC, a subsidiary of the Issuer, is exchangeable at any time, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock of the Issuer.

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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