

Clearwire Corp /DE
Form 3/A
February 27, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â INTEL CORP | | (Month/Day/Year) | Clearwire Corp /DE [CLWR] | |
| (Last) | (First) | 02/26/2009 | | |
| 2200 MISSION COLLEGE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| BLVD,Â | | | (Check all applicable) | 12/08/2008 |
| (Street) | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SANTA CLARA,Â CAÂ 95054 | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 share | 36,666,666 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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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 Derivative | 5. 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 (1)(2)(3)(5) | Â (1)(2)(3)(5) | Class A Common Stock | 58,823,530 <u>(1) (2) (3)</u> | \$ <u>(1) (2) (3)</u> <u>(5)</u> | I | See footnotes <u>(1) (2) (3) (4)</u> |
| Class B Common Units of Clearwire Communications LLC | Â (1)(2)(3)(5) | Â (1)(2)(3)(5) | Class A Common Stock | 58,823,530 <u>(1) (2) (3) (5)</u> | \$ <u>(1) (2) (3)</u> <u>(5)</u> | I | See footnotes <u>(1) (2) (3) (4)</u> |
| Warrants (Right to Acquire Class A Common Stock) | 11/28/2008 | 02/16/2011 | Class A Common Stock | 93,333 | \$ 15 | I | See footnotes <u>(1) (2) (3) (4)</u> |

Reporting Owners

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

Signatures

Arvind Sodhani, Executive Vice President, President, Intel Capital

02/27/2009

__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).

This Amendment No. 1 amends and supplements that certain Form 3 filed on December 8, 2008 (the "Form 3"), by Intel Corporation, a Delaware corporation ("Reporting Person" or "Intel") relating to securities of Clearwire Corporation, a Delaware corporation ("Clearwire" or the "Issuer"). This Amendment No. 1 is filed to report the Reporting Person's receipt of beneficial ownership of an additional (1) 8,823,530 Clearwire Class B shares of Common Stock ("Class B Common Stock") and 8,823,530 Clearwire Communications Class B Common Units ("Class B Common Units") as a result of the post-closing adjustment as provided for in that certain Transaction Agreement and Plan of Merger, made and entered into as of May 7, 2008, by and among Intel, Clearwire and the other parties thereto (the "Transaction Agreement"). Except as specifically set forth herein, the Form 3 remains unmodified.

(2) On February 26, 2009, Clearwire Communications LLC issued to Intel Capital Wireless Investment Corporation 2008A ("Intel Entity A"), Intel Capital Wireless Investment Corporation 2008B ("Intel Entity B") and Intel Capital Wireless Investment Corporation 2008C ("Intel Entity C" and collectively with Intel Entity A and Intel Entity B, the "Intel Entities") for no additional consideration an aggregate of 8,823,530 Class B Common Units and 8,823,530 Voting Units ("Voting Units") pursuant to the post-closing adjustment provisions of the Transaction Agreement. Pursuant to the Transaction Agreement, immediately thereafter, the Intel Entities delivered all of such Voting Units to Clearwire and Clearwire issued an aggregate of 8,823,530 shares of Class B Common Stock to the Intel Entities.

(3)

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The post-closing adjustment was determined based on the formula previously specified in the Transaction Agreement and was not subject to any discretion by Intel. The amount of the post-closing adjustment was determined based on the trading prices of Clearwire's Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock") on the Nasdaq Global Select Market over 15 randomly selected trading days during the 30-trading day period ending on February 25, 2009. Due to the trading prices of the Class A Common Stock during the adjustment period, the final price per share and unit, as applicable, was the floor price of \$17.00. The number of shares of Class B Common Stock and Clearwire Communications' Class B Common Units received by the Intel Entities equaled the investment amount of such Intel Entities divided by \$17.00.

The securities reported in Table I and in Table II of this report are owned indirectly by Intel. Certain wholly owned subsidiaries of Intel entered into an Equityholders' Agreement dated as of November 28, 2008 (the "Equityholders' Agreement") with Clearwire and the other parties thereto (collectively, the "Unaffiliated Stockholders"). By virtue of the Equityholders' Agreement, Intel and the Unaffiliated

- (4) Stockholders may be deemed as of the date of this report 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 and Clearwire Communications, LLC, a subsidiary of the Issuer ("Clearwire LLC"), beneficially owned by Intel as reported herein does not include the holdings of any Unaffiliated Stockholders. Intel does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.

Each share of Class B Common Stock, together with one Class B Common Unit, is exchangeable at any time, subject to certain limited

- (5) exceptions, beginning on May 28, 2009, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock and has no expiration date.

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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