

NextWave Wireless Inc.

Form 4

January 28, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Polygon Recovery Fund L.P.

(Last) (First) (Middle)

C/O POLYGON GLOBAL  
PARTNERS LLP, 4 SLOANE  
TERRACE

(Street)

LONDON, X0 SW 1X9DQ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NextWave Wireless Inc. [WAVE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/24/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/24/2013		U		2,500,000	D	<u>(1)</u> 0
						I	See Footnote (2)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: NextWave Wireless Inc. - Form 4

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polygon Recovery Fund L.P. C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Management Ltd. C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Recovery Fund GP C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Recovery Manager LP C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Management L.P. C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Equities Partners LLP C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Global Partners LP C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE		X		

LONDON, X0 SW 1X9DQ

Reade E. Griffith  
C/O POLYGON GLOBAL PARTNERS LLP  
4 SLOANE TERRACE  
LONDON, X0 SW 1X9DQ

X

Patrick G. G. Dear  
C/O POLYGON GLOBAL PARTNERS LLP  
4 SLOANE TERRACE  
LONDON, X0 SW 1X9DQ

X

## Signatures

POLYGON RECOVERY FUND L.P. By: Polygon Recovery Fund GP, its general partner;  
By: /s/ Reade E. Griffith, Director

01/28/2013

\_\_Signature of Reporting Person

Date

POLYGON MANAGEMENT LTD. By: /s/ Reade E. Griffith, Authorised Person

01/28/2013

\_\_Signature of Reporting Person

Date

POLYGON RECOVERY FUND GP By: /s/ Reade E. Griffith, Director

01/28/2013

\_\_Signature of Reporting Person

Date

POLYGON RECOVERY MANAGER LP By: Polygon Management Ltd., its general partner  
By: /s/ Reade E. Griffith, Authorised Person

01/28/2013

\_\_Signature of Reporting Person

Date

TFG ASSET MANAGEMENT L.P. (F/K/A POLYGON MANAGEMENT L.P.) By:  
Polygon Management Ltd., its general partner By: /s/ Reade E. Griffith, Authorised Person

01/28/2013

\_\_Signature of Reporting Person

Date

POLYGON GLOBAL PARTNERS LLP (F/K/A POLYGON EQUITIES PARTNERS LLP)  
By: /s/ Reade E. Griffith, Principal

01/28/2013

\_\_Signature of Reporting Person

Date

POLYGON GLOBAL PARTNERS LP By: Tetragon Capital Management LLC, its general  
partner By: /s/ Reade E. Griffith, Authorised Person

01/28/2013

\_\_Signature of Reporting Person

Date

/s/ Reade E. Griffith

01/28/2013

\_\_Signature of Reporting Person

Date

/s/ Patrick G. G. Dear

01/28/2013

\_\_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).
- (1) On January 24, 2013, AT&T Inc. ("AT&T") completed its acquisition of NextWave Wireless Inc. (the "Issuer") by means of a merger (the "Merger") of Rodeo Acquisition Sub Inc. ("Merger Sub") with and into the Issuer in accordance with an Agreement and Plan of

## Edgar Filing: NextWave Wireless Inc. - Form 4

Merger, dated August 1, 2012 among the Issuer, AT&T and Merger Sub. Upon consummation of the Merger, each share of common stock of the Issuer beneficially owned by the Reporting Persons was converted into the right to receive (i)\$1.00 per share in cash and (ii) a non-transferable contingent payment right representing a pro rata interest in an amount of up to \$25 million held in escrow, which may be reduced in respect of indemnification obligations and other amounts payable to AT&T.

- (2) This Form 4 is filed on behalf of Polygon Management Ltd., Polygon Recovery Fund GP, Polygon Recovery Fund L.P., Polygon Recovery Manager LP, TFG Asset Management L.P. (f/k/a Polygon Management L.P.), Polygon Global Partners LLP (f/k/a Polygon Equities Partners LLP), Polygon Global Partners LP, Reade E. Griffith and Patrick G.G. Dear. The shares of common stock of the Issuer were held directly by Polygon Recovery Fund L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.