

Clearwire Corp /DE
Form 3
December 08, 2008

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

OMB APPROVAL

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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)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/28/2008		
2200 MISSION COLLEGE BLVD.			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
SANTA CLARA, Â CA Â 95054			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<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 ⁽¹⁾

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 (2)	Â (2)	Class A Common Stock	50,000,000 <u>(1)</u> <u>(3)</u> <u>(4)</u>	\$ (2)	I	See footnotes <u>(1)</u>
Class B Common Interests of Clearwire Communications, LLC	Â (2)	Â (2)	Class A Common Stock	50,000,000 <u>(1)</u> <u>(3)</u> <u>(4)</u>	\$ (2)	I	See footnotes <u>(1)</u>
Warrants (Right to Acquire Class A Common Stock)	11/28/2008	02/16/2011	Class A Common Stock	93,333	\$ (5)	I	See footnotes <u>(1)</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 SANTA CLARA, CA 95054	Â X	Â X	Â	Â

Signatures

Arvind Sodhani, Executive Vice President; President, Intel
Capital 12/08/2008

**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) The securities reported in Table I and in Table II of this report are owned indirectly by Intel Corporation ("Intel"). Certain wholly owned subsidiaries of Intel have entered into an 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, Intel and the Unaffiliated 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.
- (2) Each share of Class B Common Stock, together with one Clearwire Communications Class B Common Interest (a "Class B Common Interest"), is exchangeable at any time, subject to certain limited exceptions, beginning on the date that is 181 days after the date of the event requiring this report, 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.
- (3) Intel received the shares of Class B Common Stock and Class B Common Interests reported in Table II pursuant to the transactions contemplated by that certain Transaction Agreement and Plan of Merger dated as of May 7, 2008 among Intel and the other parties thereto (the "Transaction Agreement") in exchange for a \$1 billion investment in Clearwire LLC. The number of shares of Class B Common Stock and Class B Common Interests that Intel is entitled to receive pursuant to the Transaction Agreement is subject to a

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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 Transaction Agreement. [Continued on footnote 4.]

[Continued from footnote 3.] The aggregate number of shares of Class B Common Stock and Clearwire Communications Class B

- Common Interests that Intel receives for its investment will be equal to its investment amount divided by the volume weighted average
- (4) price per share of Class A Common Stock for those randomly selected trading days, subject to a cap of \$23.00 and a floor of \$17.00. Intel will file an amendment to this Form 3 upon final determination of the number of shares of Class B Common Stock and Class B Common Interests it receives in exchange for its investment in Clearwire LLC.
- (5) The exercise price is the lesser of \$15.00 and the volume weighted average trading price of the Class A common stock for the first twenty trading days after the expiration of lock-up restrictions applicable to Clearwire Corporation's initial public offering.

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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