

Edgar Filing: Manchester Douglas F - Form SC 13G

Manchester Douglas F
Form SC 13G
February 14, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13D-1(B), (C) AND (D) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(B)

(AMENDMENT NO.)*

NEXTWAVE WIRELESS INC.

(NAME OF ISSUER)

COMMON STOCK, PAR VALUE \$0.001 PER
SHARE

65337Y102

(TITLE OF CLASS OF SECURITIES)

(CUSIP NUMBER)

DECEMBER 31, 2006

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

- RULE 13D-1(B)
- RULE 13D-1(C)
- RULE 13D-1(D)

*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 the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 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).

Continued on Following Pages
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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION:	CALIFORNIA	
NUMBER OF SHARES	5 SOLE VOTING POWER:	0	
BENEFICIALLY OWNED BY	6 SHARED VOTING POWER:	9,570,454	
EACH REPORTING	7 SOLE DISPOSITIVE POWER:	0	
PERSON WITH	8 SHARED DISPOSITIVE POWER:	9,570,454	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	9,570,454	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):	11.6%	
12	TYPE OF REPORTING PERSON:	PN	

ITEM 1. NAME OF ISSUER AND ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

(a) and (b) This Statement on Schedule 13G (the "Schedule 13G") relates to the Common Stock, par value \$0.001 per share (the "Common Stock"), of NextWave Wireless Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 12670 High Bluff Drive, San Diego, California 92130.

ITEM 2. NAME OF PERSON FILING

(a) Name of Persons Filing:

(i) Douglas F. Manchester and

(ii) Manchester Financial Group, LP (collectively, the "Reporting Persons") (1)

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- (b) Address of Principal Business Office or, if None, Residence:

The principal business office of each of the Reporting Persons listed in Item 2(a) is as follows:

The principal business office of Douglas F. Manchester is c/o NextWave Wireless Inc., 12670 High Bluff Drive, San Diego, California 92130.

The principal business office of Manchester Financial Group, LP is One Market Place, 33rd Floor, San Diego, CA 92101.

(c), (d) and (e) For information with respect to citizenship of each of the Reporting Persons, title of class of securities and CUSIP number for the shares held by such persons, see the appropriate cover page above.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS:

(a) Broker or dealer registered under Section 15 of the Exchange Act;

(b) Bank as defined in Section 3(a)(6) of the Exchange Act;

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;

(d) Investment company registered under Section 8 of the Investment Company Act;

(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

- (1) The General Partner of Manchester Financial Group, LP is Manchester Financial Group, Inc., which is a wholly-owned subsidiary of M Resorts Limited, whose general partner is M Resorts, Inc., of which Mr. Manchester is the sole stockholder.

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(f) An Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) A Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

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ITEM 4. OWNERSHIP

(a) - (c) The response of each of the Reporting Persons to Items 5 through 11 of each of their respective Cover Sheets which relate to the beneficial ownership of the Common Stock of the Issuer, as of January 26, 2007, is incorporated herein by reference. The percentage ownership of each of the Reporting Persons is based on 82,207,649 shares of Common Stock outstanding as of December 1, 2006, as reported by the Issuer in Amendment 1 to its Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 29, 2006, and includes, where appropriate, securities not outstanding which are subject to options that are exercisable within 60 days.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of Securities, check the following .

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Exhibit No. 2 hereto.

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

(a) Not applicable.

(b) Not applicable

[The remainder of this page intentionally left blank.]

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2007

DOUGLAS F. MANCHESTER

By: /s/ DOUGLAS F. MANCHESTER

MANCHESTER FINANCIAL GROUP, LP

By: Manchester Financial Group,
Inc.,
its General Partner

By: /s/ Douglas F. Manchester

Name: Douglas F. Manchester
Title:Chairman

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EXHIBIT INDEX

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Exhibit No. -----	Document -----
1	Joint Filing Agreement, dated February 8, 2007, among Douglas F. Manchester and Manchester Financial Group, LP to file this joint statement on Schedule 13G.
2	Identity of Members of Group

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Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, par value \$0.001 per share, of NextWave Wireless Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filing. In evidence thereof, the undersigned, hereby execute this Agreement this 8th day of February, 2007.

Dated: February 8, 2007

DOUGLAS F. MANCHESTER

By: /s/ Douglas F. Manchester

MANCHESTER FINANCIAL GROUP, LP

By: Manchester Financial Group, Inc.,
its General Partner

By: /s/ Douglas F. Manchester

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Name: Douglas F. Manchester
Title:Chairman

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Exhibit 2

IDENTITY OF MEMBERS OF GROUP

Douglas F. Manchester
Manchester Financial Group, LP

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