

NextWave Wireless Inc.  
Form 8-K  
May 25, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 24, 2011**

**NEXTWAVE WIRELESS INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-33226**  
**(Commission**

**file number)**

**20-5361360**  
**(I.R.S. employer**

**identification no.)**

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12264 El Camino Real, Suite 305

San Diego, California 92130

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (619) 573-1570

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

(a) The annual meeting of stockholders of NextWave Wireless Inc. (the Company) was held on May 24, 2011.

(b) At the annual meeting, Jack Rosen and Carl E. Vogel were elected as Class II Directors for a three-year term expiring at the Company's annual meeting of stockholders in 2014.

The matters voted upon at the annual meeting and the final voting results with respect to such matters are as follows:

**Proposals**

	For	Against	Abstain	Broker Non-Votes
Ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for 2011	19,244,051	66,614	9,602	n/a

**Election of Directors**

Director	Votes Received	Votes Withheld	Broker Non-Votes
Jack Rosen	10,031,164	31,932	9,257,191
Carl E. Vogel	9,946,521	116,555	9,257,191

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, NextWave Wireless Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 25, 2011

**NEXTWAVE WIRELESS INC.**

By: /s/ Francis J. Harding  
Francis J. Harding

Executive Vice President and Chief Financial  
Officer