

Clearwire Corp /DE
Form 4
July 10, 2013

FORM 4

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

OMB APPROVAL

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

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
INTEL CORP

(Last) (First) (Middle)

2200 MISSION COLLEGE
BLVD, RNB-4-151

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Clearwire Corp /DE [CLWR]

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2013

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)
X Form filed by One Reporting Person
___ 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock, par value \$0.0001 per share | 07/09/2013 | | C(1) | 65,644,812 (1) | A (1) 94,076,878 (3) | I | See Footnote (4) |
| Class A Common Stock, par value \$0.0001 per share | 07/09/2013 | | U(2) | 94,076,878 (2) | D \$ 5 0 | I | See Footnote (4) |

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

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SEC 1474
(9-02)

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

| 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 Underlying Security (Instr. 3 and 4) |
|--|--|---|---|-----------------------------------|--|---|--|
| Class B Common Stock, par value \$0.0001 per share | (5) | 07/09/2013 | | C | 65,644,812 (1) | (5) (5) | Class A Common Stock |
| Class B Common Interests of Clearwire Communications LLC | (5) | 07/09/2013 | | C | 65,644,812 (1) | (5) (5) | Class A Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

INTEL CORP
2200 MISSION COLLEGE BLVD
RNB-4-151
SANTA CLARA, CA 95054

X

Signatures

/s/ Cary I. Klafter, Corporate Secretary

07/10/2013

__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) Shares of Class B Common Stock of Clearwire Corporation (the "Issuer") (together with Class B Common Interests in Clearwire Communications, LLC, a subsidiary of the Issuer ("Clearwire LLC")) were exchanged by Intel Capital Wireless Investment Corporation 2008A ("Intel Entity A"), a wholly owned subsidiary of the Reporting Person, for no additional consideration, into shares of Class A Common Stock of the Issuer pursuant to into an Irrevocable Exchange Agreement entered into in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated December 17, 2012, among the Issuer, Sprint-Nextel Corporation ("Sprint"), Collie

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Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Sprint ("Merger Sub"). The exchange was effective immediately prior to the effective time of the consummation of the merger under the Merger Agreement.

- (2) Pursuant to the terms of the Merger Agreement, upon consummation of the merger, Merger Sub merged with and into the Issuer, with the Issuer surviving the merger as a wholly owned subsidiary of Sprint, and each outstanding share of Class A Common Stock (other than any shares owned by Sprint, SoftBank Corp. or any of their respective subsidiaries) were cancelled and converted automatically into the right to receive \$5.00 per share in cash, without interest.

- The securities reported in Table I of this report were owned indirectly by the Reporting Person. Certain wholly owned subsidiaries of the Reporting Person previously entered into an Equityholders' Agreement dated as of November 28, 2008 (the "Equityholders' Agreement") with the Issuer and the other parties thereto (collectively, the "Unaffiliated Stockholders"). By virtue of the Equityholders' Agreement, the Reporting Person 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 LLC, beneficially owned by the Reporting Person as reported herein does not include the holdings of any Unaffiliated Stockholders. The Reporting Person does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.
- (3)

- The Class A Common Stock was beneficially owned (as of immediately prior to the merger) by the Reporting Person through Intel Capital Corporation, a Delaware corporation wholly-owned by the Reporting Person, Intel Capital (Cayman) Corporation, a Cayman Islands company wholly-owned by the Reporting Person, and Intel Entity A.
- (4)

- Each share of Class B Common Stock, together with one Clearwire Communications Class B Common Interest, is exchangeable at any time, subject to certain limited exceptions, 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.
- (5)

- For additional information regarding the acquisition of the Class B Common Stock of the Issuer and the Class B Common Interests of Clearwire LLC, see the Form 4s filed by the Reporting Person on December 2, 2008 and November 12, 2009, and the Schedule 13D filed by the Reporting Person on May 19, 2008, as amended to date.
- (6)

- (7) The securities reported in Table II of this report were owned indirectly by the Reporting Person through Intel Entity A.

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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