

Clearwire Corp /DE  
Form 4  
November 12, 2009

**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

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(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)

**11/09/2009**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
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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<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Am<br>Underlying Sec<br>(Instr. 3 and 4) |
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------|
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------|

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|                                                                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |  | Date<br>Exercisable | Expiration<br>Date | Title                      |   |
|----------------------------------------------------------------------|------------------------------------|------------------|------------|------------------------------------------------------------|--|---------------------|--------------------|----------------------------|---|
|                                                                      |                                    |                  |            |                                                            |  |                     |                    |                            |   |
| Class B Common<br>Stock, par value<br>\$0.0001 per share             | (4)                                | 11/09/2009       | A          | 6,821,282<br>(1) (2) (3)                                   |  | (4)                 | (4)                | Class A<br>Common<br>Stock | 6 |
| Class B Common<br>Interests of<br>Clearwire<br>Communications<br>LLC | (4)                                | 11/09/2009       | A          | 6,821,282<br>(1) (2) (3)                                   |  | (4)                 | (4)                | Class A<br>Common<br>Stock | 6 |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |         |       |
|-------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                               | Director      | 10% Owner | Officer | Other |
| INTEL CORP<br>2200 MISSION COLLEGE BLVD<br>RNB-4-151<br>SANTA CLARA, CA 95054 | X             | X         |         |       |

## Signatures

/s/ Cary I. Klafter,  
Secretary 11/11/2009

\_\_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 November 9, 2009, Intel Corporation entered into an Investment Agreement with Clearwire Corporation (the "Issuer"), Clearwire Communications LLC, a subsidiary of the Issuer ("Clearwire Communications"), Sprint Nextel Corporation, Comcast Corporation, Time Warner Cable Inc., Eagle River Holdings, LLC, and Bright House Networks, LLC pursuant to which Intel Corporation or its affiliates will invest in Clearwire Communications a total of approximately \$50 million in exchange for voting equity interests in Clearwire Communications (the "Clearwire Communications Voting Interests"), and Class B non-voting common interests in Clearwire Communications (the "Clearwire Communications Class B Common Interests"). Continued on footnote (2).

(2) Immediately following the receipt by Intel Corporation or its affiliates of Clearwire Communications Voting Interests and Clearwire Communications Class B Common Interests, it will contribute to Clearwire its Clearwire Communications Voting Interests in exchange for an equal number of shares of Class B common stock, par value \$0.0001 per share, of Clearwire ("Class B Common Stock"). The investment will occur in three closings with the First Investment Closing for 4,610,974 shares of Class B Common Stock and 4,610,974 Clearwire Communications Class B Common Interests occurring on the first business day following satisfaction of the relevant customary closing conditions, provided that this closing will not occur prior to November 13, 2009. Continued on footnote (3).

(3) The Second Investment Closing for 1,920,316 shares of Class B Common Stock and 1,920,316 Clearwire Communications Class B Common Interests will occur 20 calendar days after the mailing of an Information Statement on Schedule 14C to Clearwire Corporation's stockholders and certain other customary closing conditions. The Third Investment Closing for 289,992 shares of Class B Common Stock and 289,992 Clearwire Communications Class B Common Interests is expected to occur in the first fiscal quarter of 2010. Certain conditions to each of the closings under the Investment Agreement may be waived by the Investors.

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- (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) The securities reported in Table II of this report are or will be owned indirectly by Intel Corporation through certain wholly owned subsidiaries. Following the closing of the transactions described in footnotes (1)-(3), the securities will be held as follows: 21,881,604 shares of Class B Common Stock and Class B Common Units held of record by Intel Capital Wireless Investment Corporation 2008A; 21,881,604 shares of Class B Common Stock and Class B Common Units held of record by Intel Capital Wireless Investment Corporation 2008B; and 21,881,604 shares of Class B Common Stock and Class B Common Units held of record by Intel Capital Wireless Investment Corporation 2008C.

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.