

Clearwire Corp /DE
Form 4/A
March 02, 2009

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 *
Google Inc.

(Last) (First) (Middle)

1600 AMPHITHEATRE
PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
12/01/2008

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.0001 per share, of CLWR	02/26/2009		J		4,411,765 (1) (2) (3) (4)	A	(3) (4) 29,411,765
						D	

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

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number.

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock, par value \$0.0001 per share, of CLWR	(5)	02/26/2009		J	0 (1) (2)	(5) (5)	Class A Common Stock, par value \$0.0001 per share, of Clearw (1) (2)
Class B Common Units of Clearwire Communications, LLC	(5)	02/26/2009		J	0 (1) (2)	(5) (5)	Class A Common Stock, par value \$0.0001 per share, of Clearw (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Google Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		

Signatures

/s/ Kent Walker, Vice President and General Counsel of Google Inc. 03/02/2009

__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) Google Inc. ("Google") has entered into that certain 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, Google and the Unaffiliated Stockholders may be deemed to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended, that, in the aggregate, beneficially owns more than 10% of the outstanding shares of Class B Common Stock of the Issuer and of Class B Common Units of Clearwire Communications, LLC, a subsidiary of the Issuer. The number of securities of the Issuer beneficially owned by Google as reported herein does not include the holdings of any Unaffiliated Stockholders. Google does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.

- (3) Google received 25,000,000 shares of the Issuer's Class A Common Stock at the closing (the "Closing") of the transactions contemplated in that certain Transaction Agreement and Plan of Merger dated as of May 7, 2008, as amended, among Google and the other parties thereto (the "Transaction Agreement") in exchange for a \$500 million investment in the Issuer and based on an initial purchase price of \$20.00 per share. On February 26, 2009 (the "Adjustment Date"), Google became entitled to receive an additional 4,411,765 shares of Class A Common Stock of the Issuer pursuant to the post-closing adjustment mechanism specified in the Transaction Agreement. (Continued to footnote 4)

The post-closing adjustment was effected based on the floor price of \$17.00 per share since the volume weighted average share price of the Class A Common Stock of the Issuer on the Nasdaq Global Select Market over 15 randomly selected trading days during the 30-trading day period ending on and including the trading day prior to the Adjustment Date was less than \$17.00 per share. Accordingly, (4) the 4,411,765 shares of Class A Common Stock of the Issuer that Google received on the Adjustment Date represents the number of additional shares that Google would have received if a purchase price of \$17.00 (instead of \$20.00) per share had been used to calculate the number of shares issuable to Google upon the Closing. No additional consideration was paid for such shares. The right to receive additional shares in accordance with such post-closing adjustment mechanism became fixed and irrevocable on the Adjustment Date.

- (5) Each share of Class B Common Stock of the Issuer, together with one Class B Common Unit of Clearwire Communications LLC, a subsidiary of the Issuer, is exchangeable at any time, subject to certain limited exceptions, beginning on the date that is 181 days after the Closing, 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.

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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