

CLEARWIRE CORP
Form SC 13D
May 19, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

§ 240.13d-2(a)

(Amendment No. _____)*

CLEARWIRE CORPORATION

(Name of issuer)

Class A Common Stock

(Title of class of securities)

185385309

(CUSIP Number)

Michael J. Egan

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King & Spalding LLP

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Atlanta, Georgia 30309

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(Name, address and telephone number of person authorized to receive notices and communications)

cc:

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Palo Alto, California 94304

May 7, 2008

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: "

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page. The information required on 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 (the Act) 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)

13D

CUSIP NO. 185385309

1. NAME OF REPORTING PERSON:

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): **48-0457967**

Sprint Nextel Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS:

Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Kansas

7. SOLE VOTING POWER:

NUMBER OF

0

SHARES

8. SHARED VOTING POWER:

BENEFICIALLY

OWNED BY

72,589,624 *

EACH

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

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10. SHARED DISPOSITIVE POWER:

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

72,589,624 *

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

X **

44.2% *

14. TYPE OF REPORTING PERSON:

CO

- * See discussion in Items 4 and 5 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, beneficial ownership of the above referenced shares of Class A Common Stock is being reported hereunder solely because the Reporting Persons may be deemed to have beneficial ownership of such shares as a result of the Voting Agreements described below. Neither the filing of this Statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any shares of Class A Common Stock for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. In addition, as more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, not all of the above referenced shares of Class A Common Stock are required to be voted in favor of the Transactions described below.
- ** See paragraphs (A) and (H) in Item 5(a)-(b) of this Statement on Schedule 13D.

13D

CUSIP NO. 185385309

1. NAME OF REPORTING PERSON:

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): 27-0000798

Comcast Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS:

Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Pennsylvania

7. SOLE VOTING POWER:

NUMBER OF

0

SHARES

8. SHARED VOTING POWER:

BENEFICIALLY

OWNED BY

72,589,624 *

EACH

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

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10. SHARED DISPOSITIVE POWER:

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

72,589,624 *

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

X **

44.2% *

14. TYPE OF REPORTING PERSON:

CO

- * See discussion in Items 4 and 5 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, beneficial ownership of the above referenced shares of Class A Common Stock is being reported hereunder solely because the Reporting Persons may be deemed to have beneficial ownership of such shares as a result of the Voting Agreements described below. Neither the filing of this Statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any shares of Class A Common Stock for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. In addition, as more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, not all of the above referenced shares of Class A Common Stock are required to be voted in favor of the Transactions described below.
- ** See paragraphs (A) and (H) in Item 5(a)-(b) of this Statement on Schedule 13D.

13D

CUSIP NO. 185385309

1. NAME OF REPORTING PERSON:

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): **84-1496755**

Time Warner Cable Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS:

Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

7. SOLE VOTING POWER:

NUMBER OF

0

SHARES

8. SHARED VOTING POWER:

BENEFICIALLY

OWNED BY

72,589,624 *

EACH

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

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10. SHARED DISPOSITIVE POWER:

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

72,589,624 *

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

X **

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

44.2% *

14. TYPE OF REPORTING PERSON:

CO

- * See discussion in Items 4 and 5 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, beneficial ownership of the above referenced shares of Class A Common Stock is being reported hereunder solely because the Reporting Persons may be deemed to have beneficial ownership of such shares as a result of the Voting Agreements described below. Neither the filing of this Statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any shares of Class A Common Stock for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. In addition, as more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, not all of the above referenced shares of Class A Common Stock are required to be voted in favor of the Transactions described below.
- ** See paragraphs (A) and (H) in Item 5(a)-(b) of this Statement on Schedule 13D.

13D

CUSIP NO. 185385309

1. NAME OF REPORTING PERSON:

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): **13-4148931**

Bright House Networks, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS:

Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

7. SOLE VOTING POWER:

NUMBER OF

0

SHARES

8. SHARED VOTING POWER:

BENEFICIALLY

OWNED BY

72,589,624 *

EACH

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

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10. SHARED DISPOSITIVE POWER:

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

72,589,624 *

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

X **

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

44.2% *

14. TYPE OF REPORTING PERSON:

OO

- * See discussion in Items 4 and 5 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, beneficial ownership of the above referenced shares of Class A Common Stock is being reported hereunder solely because the Reporting Persons may be deemed to have beneficial ownership of such shares as a result of the Voting Agreements described below. Neither the filing of this Statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any shares of Class A Common Stock for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. In addition, as more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, not all of the above referenced shares of Class A Common Stock are required to be voted in favor of the Transactions described below.
- ** See paragraphs (A) and (H) in Item 5(a)-(b) of this Statement on Schedule 13D.

13D

CUSIP NO. 185385309

1. NAME OF REPORTING PERSON:

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): **15-0523195**

Newhouse Broadcasting Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS:

Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

New York

7. SOLE VOTING POWER:

NUMBER OF

0

SHARES

8. SHARED VOTING POWER:

BENEFICIALLY

OWNED BY

72,589,624 *

EACH

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

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10. SHARED DISPOSITIVE POWER:

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

72,589,624 *

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

X **

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

44.2% *

14. TYPE OF REPORTING PERSON:

CO

* See discussion in Items 4 and 5 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, beneficial ownership of the above referenced shares of Class A Common Stock is being reported hereunder solely because the Reporting Persons may be deemed to have beneficial ownership of such shares as a result of the Voting Agreements described below. In addition, Newhouse Broadcasting Corporation is being included as a Reporting Person solely because of its indirect interest in Bright House Networks, LLC. Neither the filing of this Statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any shares of Class A Common Stock for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. In addition, as more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, not all of the above referenced shares of Class A Common Stock are required to be voted in favor of the Transactions described below.

** See paragraphs (A) and (H) in Item 5(a)-(b) of this Statement on Schedule 13D.

13D

CUSIP NO. 185385309

1. NAME OF REPORTING PERSON:

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): **77-0493581**

Google Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS:

Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

x

Delaware

7. SOLE VOTING POWER:

NUMBER OF

0

SHARES

8. SHARED VOTING POWER:

BENEFICIALLY

OWNED BY

72,589,624 *

EACH

9. SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH

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10. SHARED DISPOSITIVE POWER:

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

72,589,624 *

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

X **

44.2% *

14. TYPE OF REPORTING PERSON:

CO

- * See discussion in Items 4 and 5 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, beneficial ownership of the above referenced shares of Class A Common Stock is being reported hereunder solely because the Reporting Persons may be deemed to have beneficial ownership of such shares as a result of the Voting Agreements described below. Neither the filing of this Statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any shares of Class A Common Stock for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. In addition, as more fully described in the responses to Items 4 and 5 of this Statement on Schedule 13D, not all of the above referenced shares of Class A Common Stock are required to be voted in favor of the Transactions described below.
- ** See paragraphs (A) and (H) in Item 5(a)-(b) of this Statement on Schedule 13D.

Item 1. Security and the Issuer.

The class of equity securities to which this Statement on Schedule 13D relates is the Class A common stock, par value \$0.0001 per share (the Class A Common Stock), of Clearwire Corporation, a Delaware corporation (the Issuer). The address of the Issuer's principal executive offices is 4400 Carillon Point, Kirkland, Washington 98033.

Item 2. Identity and Background.

(a) - (c) and (f) This Statement on Schedule 13D is being jointly filed on behalf of Sprint Nextel Corporation, a Kansas corporation (Sprint), Comcast Corporation, a Pennsylvania corporation (Comcast), Time Warner Cable Inc., a Delaware corporation (TWC), Bright House Networks, LLC, a Delaware limited liability company (BHN), Newhouse Broadcasting Corporation, a New York corporation (NBCo) and Google Inc., a Delaware corporation (Google); and together with Sprint, Comcast, TWC, BHN and NBCo, the Reporting Persons and each, a Reporting Person). NBCo is included as a Reporting Person solely because of its indirect interest in BHN through two intermediate companies, Advance/Newhouse Partnership, a New York general partnership (A/NP), and Newhouse Cable Holdings LLC, a New York limited liability company (NCH). NCH is a wholly owned subsidiary of NBCo, NCH holds a controlling interest in A/NP, and A/NP controls and receives 100% of the economic benefit of BHN.

Sprint

(a) Name of Person Filing	Sprint
(b) Address of Principal Business Office	6200 Sprint Parkway, Overland Park, Kansas 66251
(c) Principal Business	Wireless and wireline communications.
(d) - (e) Criminal and Civil Proceedings	During the last five years, neither Sprint, nor, to Sprint's knowledge, any of the individuals referred to in Appendix A, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.
(f) Place of Organization	Kansas

Comcast

(a) Name of Person Filing Comcast

(b) Address of Principal Business Office
One Comcast Center,

Philadelphia, PA 19103-2838

(c) Principal Business Development, management and operation of broadband cable networks, and in the provision of programming content.

(d) - (e) Criminal and Civil Proceedings During the last five years, neither Comcast, nor, to Comcast's knowledge, any of the individuals referred to in Appendix B, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.

(f) Place of Organization Pennsylvania
TWC

(a) Name of Person Filing TWC

(b) Address of Principal Business Office
One Time Warner Center

North Tower

New York, New York 10019

(c) Principal Business Cable operator in the U.S.

(d) - (e) Criminal and Civil Proceedings Except as indicated on Appendix C hereto, during the last five years, neither TWC, nor, to TWC's knowledge, any of the persons referred to in Appendix C, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.

(f) Place of Organization Delaware

BHN

(a) Name of Person Filing BHN

(b) Address of Principal Business Office 5000 Campuswood Drive
East Syracuse, New York 13057-4250

(c) Principal Business Cable operator in the U.S.

(d) - (e) During the last five years, neither BHN, nor, to BHN's knowledge, any of the individuals referred to in Appendix D, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.

(f) Place of Organization Delaware

NBCo

(a) Name of Person Filing NBCo

(b) Address of Principal Business Office 5000 Campuswood Drive
East Syracuse, New York 13057-4250

(c) Principal Business Cable operator in the U.S.

(d) - (e) During the last five years, neither NBCo, nor, to NBCo's knowledge, any of the individuals referred to in Appendix D, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.

(f) Place of Organization New York

Google

(a) Name of Person Filing	Google
(b) Address of Principal Business Office	1600 Amphitheatre Parkway Mountain View, CA 94043
(c) Principal Business	Provider of Internet search technologies and targeted advertising program.
(d) - (e)	Except as indicated on Appendix E hereto, during the last five years, neither Google, nor, to Google's knowledge, any of the individuals referred to in Appendix E, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.
(f) Place of Organization	Delaware

Item 3. Source and Amount of Funds or Other Consideration.

On May 7, 2008, Sprint, Comcast, TWC, BHN, Google, Intel Corporation, a Delaware corporation (Intel Parent), the Issuer and Eagle River Holdings, LLC, a Washington limited liability company (ERH), entered into a voting agreement (the ERH Voting Agreement) with respect to the shares of Class A Common Stock and Class B common stock, par value \$0.0001 per share, of the Issuer (the Class B Common Stock) beneficially owned by ERH.

Also on May 7, 2008, Sprint, Comcast, TWC, BHN, Google, Intel Parent, Intel Capital Corporation, a Delaware corporation (Intel Capital), and Intel Capital (Cayman) Corporation, a Cayman Islands company (Intel Cayman), and the Issuer entered into a voting agreement (the Intel Voting Agreement) and, together with the ERH Voting Agreement, the Voting Agreements) with respect to the shares of Class A Common Stock and Class B Common Stock beneficially owned by Intel Capital and Intel Cayman.

As described in the response to Item 4, the shares of Class A Common Stock and Class B Common Stock beneficially owned by ERH, Intel Capital and Intel Cayman have not been purchased by the Reporting Persons, and thus no funds were used for such purpose. The Reporting Persons did not pay any monetary consideration to ERH, Intel Capital and Intel Cayman in connection with the execution and delivery of the Voting Agreements. For a description of the Voting Agreements, see Item 4 below, which description is incorporated by reference in the response to this Item 3.

The ERH Voting Agreement and Intel Voting Agreement are filed as Exhibits 99.2 and 99.3, respectively, and are incorporated herein by reference.

Item 4. Purpose of Transaction.

The ERH Voting Agreement was entered into as an inducement for Sprint, Comcast, TWC, BHN, Google and Intel Parent to enter into the Transaction Agreement and Plan of Merger, dated as of May 7, 2008 (the Transaction Agreement), by and among the Issuer, Sprint, Comcast, TWC, BHN, Google and Intel Parent, and the Intel Voting Agreement was entered into as an inducement for Sprint, Comcast, TWC, BHN and Google to enter into the Transaction Agreement.

Transaction Agreement

The Transaction Agreement provides that, upon the terms and subject to the conditions set forth in the Transaction Agreement:

the Issuer will form a Delaware corporation as its subsidiary (NewCo Corporation), which will in turn form a Delaware limited liability company as its subsidiary (NewCo LLC), which will in turn form a Delaware limited liability company as its subsidiary (Clearwire LLC);

the Class B Common Stock will be converted into Class A Common Stock on a 1:1 basis;

after the conversion of the Class B Common Stock, the Issuer will merge with and into Clearwire LLC, with Clearwire LLC surviving as a wholly owned subsidiary of NewCo LLC (the Clearwire Merger);

in the Clearwire Merger, each share of Class A Common Stock will be converted into the right to receive one share of Class A common stock, par value \$0.0001 per share, of NewCo Corporation (the NewCo Class A Common Stock), which shares are entitled to one vote each, and each option and warrant to purchase shares of Class A Common Stock will be converted into one option or warrant, as applicable, to purchase the same number of shares of NewCo Class A Common Stock;

Sprint will contribute spectrum and certain other assets associated with its WiMAX operations (the Sprint Assets) to NewCo LLC, via the contribution of the equity interests of a subsidiary of Sprint that holds the Sprint Assets, in exchange for non-voting equity interests in NewCo LLC and Sprint will purchase 370 million shares of Class B common stock, par value \$0.0001 per share, of NewCo Corporation (the NewCo Class B Common Stock) at par value, which shares are entitled to one vote each but have only nominal equity rights (collectively, the Sprint Contribution); and

following completion of the Clearwire Merger and the Sprint Contribution, at the closing, Comcast will invest \$1.05 billion, Intel Capital will invest \$1.0 billion, TWC will invest \$550 million and BHN will invest \$100 million, in exchange for non-voting equity interests in NewCo LLC and NewCo Class B Common Stock and Google will invest \$500 million in exchange for NewCo Class A Common Stock, for an aggregate total of \$3.2 billion (collectively, the Investors Contribution).

The number of shares of NewCo Class A Common Stock, NewCo Class B Common Stock and non-voting equity interests in NewCo LLC, as appli