

Clearwire Corp /DE
Form SC 13D/A
March 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

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

§ 240.13d-1(a)

(Amendment No. 10)*

CLEARWIRE CORPORATION

(Name of Issuer)

**Class A Common Stock
(Title of Class of Securities)**

**18538Q 105
(CUSIP Number)**

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(Name, address and telephone number of Person

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Seattle, Washington 98101

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March 1, 2012

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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 § 240.13d-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.

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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)

(1) Name of reporting person:

Sprint Nextel Corporation

(2) Check the appropriate box if a member of a group

(a) (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

shares 0
(8) Shared Voting Power:

beneficially

owned by 627,945,914*
each (9) Sole dispositive power:

reporting

person 0
(10) Shared dispositive power:
with

627,945,914*

(11) Aggregate amount beneficially owned by each reporting person:

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627,945,914*

(12) Check box if the aggregate amount in Row (11) excludes certain shares x**

(13) Percent of class represented by amount in Row (11):

58.1%*

(14) Type of reporting person:

HC

* See discussion in Items 4 through 6 of the Statement on Schedule 13D filed on December 5, 2008, as amended (the "Schedule 13D"). As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a "group" under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment No. 10 to Statement on Schedule 13D (this Amendment) nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Sprint HoldCo, LLC

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

shares 0
(8) Shared Voting Power:

beneficially

owned by 627,945,914*
each (9) Sole dispositive power:

reporting

person 0
(10) Shared dispositive power:

with

627,945,914*

(11) Aggregate amount beneficially owned by each reporting person:

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627,945,914*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

58.1%*

(14) Type of reporting person:

OO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Comcast Corporation

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

shares 0
(8) Shared Voting Power:

beneficially

owned by 88,504,132*
each (9) Sole dispositive power:

reporting

person 0
(10) Shared dispositive power:

with

88,504,132*

(11) Aggregate amount beneficially owned by each reporting person:

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88,504,132*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

16.4%*

(14) Type of reporting person:

CO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Comcast Wireless Investment I, Inc.

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

AF

(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

12,352,941*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

12,352,941*

(11) Aggregate amount beneficially owned by each reporting person:

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12,352,941*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

2.7%*

(14) Type of reporting person:

CO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Comcast Wireless Investment II, Inc.

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

AF

(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

12,352,941*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

12,352,941*

(11) Aggregate amount beneficially owned by each reporting person:

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12,352,941*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

2.7%*

(14) Type of reporting person:

CO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Comcast Wireless Investment III, Inc.

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

AF

(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

shares 0
(8) Shared Voting Power:

beneficially

owned by 12,352,941*
each (9) Sole dispositive power:

reporting

person 0
(10) Shared dispositive power:
with

12,352,941*

(11) Aggregate amount beneficially owned by each reporting person:

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12,352,941*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

2.7%*

(14) Type of reporting person:

CO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Comcast Wireless Investment IV, Inc.

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

AF

(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
shares 0

(8) Shared Voting Power:

beneficially

owned by 12,352,941*

(9) Sole dispositive power:

each

reporting
person 0

(10) Shared dispositive power:

with

12,352,941*

(11) Aggregate amount beneficially owned by each reporting person:

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12,352,941*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

2.7%*

(14) Type of reporting person:

CO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Comcast Wireless Investment V, Inc.

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

AF

(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

12,352,941*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

12,352,941*

(11) Aggregate amount beneficially owned by each reporting person:

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12,352,941*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

2.7%*

(14) Type of reporting person:

CO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Comcast Wireless Investment VI, Inc.

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

AF

(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

26,739,427*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

26,739,427*

(11) Aggregate amount beneficially owned by each reporting person:

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26,739,427*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

5.6%*

(14) Type of reporting person:

CO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Time Warner Cable

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

46,404,782*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

46,404,782*

(11) Aggregate amount beneficially owned by each reporting person:

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46,404,782*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

9.3%*

(14) Type of reporting person:

CO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Time Warner Cable LLC

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

46,404,782*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

46,404,782*

(11) Aggregate amount beneficially owned by each reporting person:

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46,404,782*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

9.3%*

(14) Type of reporting person:

OO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

TWC Wireless Holdings I LLC

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

15,468,261*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

15,468,261*

(11) Aggregate amount beneficially owned by each reporting person:

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15,468,261*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

3.3%*

(14) Type of reporting person:

OO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

TWC Wireless Holdings II LLC

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

15,468,261*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

15,468,261*

(11) Aggregate amount beneficially owned by each reporting person:

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15,468,261*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

3.3%*

(14) Type of reporting person:

OO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

TWC Wireless Holdings III LLC

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

15,468,260*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

15,468,260*

(11) Aggregate amount beneficially owned by each reporting person:

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15,468,260*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

3.3%*

(14) Type of reporting person:

OO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Bright House Networks, LLC

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

8,474,440*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

8,474,440*

(11) Aggregate amount beneficially owned by each reporting person:

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8,474,440*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

1.8%*

(14) Type of reporting person:

OO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

BHN Spectrum Investments, LLC

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

8,474,440*

each

(9) Sole dispositive power:

reporting

person

0

(10) Shared dispositive power:

with

8,474,440*

(11) Aggregate amount beneficially owned by each reporting person:

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8,474,440*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

1.8%*

(14) Type of reporting person:

OO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Newhouse Broadcasting Corporation

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

shares (8) Shared Voting Power:

beneficially

owned by (9) Sole dispositive power:
each

reporting

person (10) Shared dispositive power:
with

(11) Aggregate amount beneficially owned by each reporting person:

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8,474,440*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

1.8%*

(14) Type of reporting person:

OO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Google Inc.

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(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

shares (8) Shared Voting Power:

beneficially

owned by
each (9) Sole dispositive power:

reporting

person
(10) Shared dispositive power:
with

(11) Aggregate amount beneficially owned by each reporting person:

0

(12) Check box if the aggregate amount in Row (11) excludes certain shares

(13) Percent of class represented by amount in Row (11):

0.0%

(14) Type of reporting person:

CO

(1) Name of reporting person:

Eagle River Holdings, LLC

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

Washington

(7) Sole Voting Power:

Number of

shares 34,026,470

(8) Shared Voting Power:

beneficially

owned by *

each (9) Sole dispositive power:

reporting

person 34,026,470

(10) Shared dispositive power:

with

*

(11) Aggregate amount beneficially owned by each reporting person:

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34,026,470*

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

7.5%*

(14) Type of reporting person:

OO

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

(1) Name of reporting person:

Craig O. McCaw

(2) Check the appropriate box if a member of a group

(a) (b)

(3) SEC use only

(4) Source of funds:

OO

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization:

United States

(7) Sole Voting Power:

Number of

shares 34,042,970
(8) Shared Voting Power:

beneficially

owned by *
each (9) Sole dispositive power:

reporting

person 34,042,970
(10) Shared dispositive power:
with

0

(11) Aggregate amount beneficially owned by each reporting person:

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34,042,970

(12) Check box if the aggregate amount in Row (11) excludes certain shares **

(13) Percent of class represented by amount in Row (11):

7.5%*

(14) Type of reporting person:

IN

* See discussion in Items 4 through 6 of the Schedule 13D. As more fully described in the responses to Items 4 through 6 of the Schedule 13D, the Reporting Persons and certain other beneficial owners of Class A Common Stock named herein may be deemed to be members of a group under Section 13(d) of the Act by virtue of the Equityholders Agreement described in the Schedule 13D. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any Reporting Person that, except as expressly set forth herein, it has or shares beneficial ownership of any shares of Class A Common Stock held by any other person for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed.

** See the footnotes to the table in Item 5(a)-(b) of this Amendment.

This Amendment No. 10 (this Amendment) amends and supplements the Statement on Schedule 13D which was jointly filed on December 5, 2008, as amended by Amendment No. 1 to the Statement on Schedule 13D which was jointly filed on February 27, 2009, as amended by Amendment No. 2 to the Statement on Schedule 13D which was jointly filed on November 12, 2009, as amended by Amendment No. 3 to the Statement on Schedule 13D which was jointly filed on December 22, 2009, as amended by Amendment No. 4 to the Statement on Schedule 13D which was jointly filed on December 7, 2010, as amended by Amendment No. 5 to the Statement on Schedule 13D which was jointly filed on December 14, 2010, as amended by Amendment No. 6 to the Statement on Schedule 13D which was jointly filed on May 13, 2011, as amended by Amendment No. 7 to the Statement on Schedule 13D which was jointly filed on June 8, 2011, as amended by Amendment No. 8 to the Statement on Schedule 13D which was jointly filed on December 16, 2011 and as amended by Amendment No. 9 to the Statement on Schedule 13D which was jointly filed on February 24, 2012 (Amendment No. 9 and collectively, the Schedule 13D) on behalf of Sprint Nextel Corporation, a Kansas corporation (Sprint), Sprint HoldCo, LLC, a Delaware limited liability company (Sprint HoldCo and together with Sprint, the Sprint Entities), Comcast Corporation, a Pennsylvania corporation (Comcast), Comcast Wireless Investment I, Inc., a Delaware corporation (Comcast I), Comcast Wireless Investment II, Inc., a Delaware corporation (Comcast II), Comcast Wireless Investment III, Inc., a Delaware corporation (Comcast III), Comcast Wireless Investment IV, Inc., a Delaware corporation (Comcast IV), Comcast Wireless Investment V, Inc., a Delaware corporation (Comcast V), Comcast Wireless Investment VI, Inc., a Delaware corporation (Comcast VI and, collectively with Comcast, Comcast I, Comcast II, Comcast III and Comcast IV, the Comcast Entities), Time Warner Cable Inc., a Delaware corporation (TWC), Time Warner Cable LLC, a Delaware limited liability company (TWC LLC), TWC Wireless Holdings I LLC, a Delaware limited liability company (TWC I), TWC Wireless Holdings II LLC, a Delaware limited liability company (TWC II), TWC Wireless Holdings III LLC, a Delaware limited liability company (TWC III and, collectively with TWC, TWC LLC, TWC I and TWC II, the TWC Entities), Bright House Networks, LLC, a Delaware limited liability company (BHN), BHN Spectrum Investments, LLC, a Delaware limited liability company (BHN Spectrum), Newhouse Broadcasting Corporation, a New York corporation (NBCo , and collectively with BHN and BHN Spectrum, the BHN Entities), Google Inc., a Delaware corporation (Google), Eagle River Holdings, LLC, a Washington limited liability company (ERH) and Craig O. McCaw, an individual (Mr. McCaw and, together with ERH, the ERH Entities), with respect to the Class A common stock, par value \$0.0001 per share (the Class A Common Stock), of Clearwire Corporation, a Delaware corporation (Clearwire or the Issuer). We refer to the Sprint Entities, the Comcast Entities, the TWC Entities, the BHN Entities, Google and the ERH Entities collectively as the Reporting Persons and to each as a Reporting Person . All capitalized terms used in this Amendment and not defined herein have the meanings ascribed to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5(a), (b) and (c) of the Schedule 13D are hereby replaced in their entirety with the following:

(a)-(b) As of March 13, 2012, each Reporting Person may be deemed to have beneficial ownership (within the meaning of Rule 13d-3 under the Act) and shared power to vote or direct the vote of up to the amounts listed in the table below and may be deemed to constitute a group under Section 13(d) of the Act.

Reporting Person (1)	Class A Common Stock	% of Class A (2)	Class B Common Stock	% of Class B (2)	% Voting
Sprint Entities (3)	627,945,914	58.1%	627,945,914	74.8%	48.6%
Comcast (4)	88,504,132	16.4%	88,504,132	10.5%	6.9%
Comcast I (5)	12,352,941	2.7%	12,352,941	1.5%	1.0%
Comcast II (5)	12,352,941	2.7%	12,352,941	1.5%	1.0%
Comcast III (5)	12,352,941	2.7%	12,352,941	1.5%	1.0%
Comcast IV (5)	12,352,941	2.7%	12,352,941	1.5%	1.0%
Comcast V (5)	12,352,941	2.7%	12,352,941	1.5%	1.0%
Comcast VI (6)	26,739,427	5.6%	26,739,427	3.2%	2.1%
ERH (7)	34,026,470	7.5%	2,728,512	*	2.6%
Google					
TWC (8)	46,404,782	9.3%	46,404,782	5.5%	3.6%
TWC LLC (8)	46,404,782	9.3%	46,404,782	5.5%	3.6%
TWC I (9)	15,468,261	3.3%	15,468,261	1.8%	1.2%
TWC II (9)	15,468,261	3.3%	15,468,261	1.8%	1.2%
TWC III (9)	15,468,260	3.3%	15,468,260	1.8%	1.2%

Reporting Person (1)	Class A Common Stock	% of Class A (2)	Class B Common Stock	% of Class B (2)	% Voting
Craig O. McCaw (10)	34,042,970	7.5%	2,728,512	*	2.6%
BHN Entities (11)	8,474,440	1.8%	8,474,440	1.0%	*

Less than 1%

- (1) By virtue of the Equityholders Agreement, each of the Reporting Persons (except Google), together with the Intel Entities, Intel Capital, Intel Cayman, and Middlefield, may be deemed to be a member of a group under Section 13(d) of the Act, which may be deemed to beneficially own, have shared power to vote or direct the vote over and have shared dispositive power over 627,945,914 shares of Class A Common Stock beneficially owned by the Sprint Entities, 94,076,878 shares of Class A Common Stock beneficially owned by Intel (which includes 25,098,733 shares of Class A Common Stock held by Intel Capital, 3,333,333 shares of Class A Common Stock held by Intel Cayman, and 65,644,812 shares of Class B Common Stock held by the Intel Entities), 88,504,132 shares of Class A Common Stock beneficially owned by the Comcast Entities, 34,026,470 shares of Class A Common Stock beneficially owned by ERH (which includes 375,000 shares of Class A Common Stock issuable on exercise of warrants issued to ERH), 46,404,782 shares of Class A Common Stock beneficially owned by the TWC Entities and 8,474,440 shares of Class A Common Stock beneficially owned by the BHN Entities. As described in Item 6 of the Schedule 13D, the Equityholders Agreement includes a voting agreement under which such Equityholders and their respective affiliates share the ability to elect a majority of the Issuer's directors. The persons listed in the table disclaim beneficial ownership of the shares of capital stock beneficially owned by such other Equityholders (other than the shares of capital stock beneficially owned by their affiliates).
 - (2) Shares of Class A Common Stock beneficially owned and the respective percentages of beneficial ownership of Class A Common Stock assumes the conversion of all shares of Class B Common Stock beneficially owned by such person or entity into Class A Common Stock, and the exercise of all options, warrants and other securities convertible into common stock beneficially owned by such person or entity currently exercisable or exercisable within 60 days of March 13, 2012. Shares issuable pursuant to the conversion of Class B Common Stock or the exercise of stock options and warrants exercisable within 60 days are deemed outstanding and held by the holder of such shares of Class B Common Stock, options or warrants for computing the percentage of outstanding common stock beneficially owned by such person, but are not deemed outstanding for computing the percentage of outstanding common stock beneficially owned by any other person. The respective percentages of beneficial ownership of Class A Common Stock are based on 452,268,763 shares of Class A Common Stock and 839,702,592 shares of Class B Common Stock outstanding as of February 10, 2012.
 - (3) Consists of 627,945,914 shares of Class B Common Stock beneficially owned by Sprint HoldCo.
 - (4) Consists of 88,504,132 shares of Class B Common Stock beneficially owned by the Comcast Entities. By virtue of the fact that each of Comcast I, Comcast II, Comcast III, Comcast IV, Comcast V and Comcast VI is a wholly-owned subsidiary of Comcast, Comcast may be deemed to have shared voting and dispositive power with respect to the shares of Class B Common Stock owned by each of Comcast I, Comcast II, Comcast III, Comcast IV, Comcast V and Comcast VI.
 - (5) Consists of 12,352,941 shares of Class B Common Stock beneficially owned by each of Comcast I, Comcast II, Comcast III, Comcast IV and Comcast V.
 - (6) Consists of 26,739,427 shares of Class B Common Stock beneficially owned by Comcast VI.
 - (7) Consists of 30,922,958 shares of Class A Common Stock beneficially owned by ERH, 375,000 shares of Class A Common Stock issuable on exercise of warrants, and 2,728,512 shares of Class B Common Stock beneficially owned by ERH. ERH is controlled by Mr. McCaw. The manager of ERH is Eagle River Inc., an entity controlled by and wholly-owned by Mr. McCaw.
 - (8) Consists of 46,404,782 shares of Class B Common Stock beneficially owned by the TWC Entities. By virtue of the fact that each of TWC I, TWC II and TWC III is a wholly-owned subsidiary of TWC and TWC LLC, TWC and TWC LLC may be deemed to have shared voting and dispositive power with respect to the shares of Class B Common Stock owned by each of TWC I, TWC II and TWC III.
 - (9) Consists of 15,468,261, 15,468,261, and 15,468,260 shares of Class B Common Stock beneficially owned by TWC I, TWC II, and TWC III, respectively.
 - (10) Consists of 16,500 shares of Class A Common Stock beneficially owned by Mr. McCaw, 30,922,958 shares of Class A Common Stock beneficially owned by ERH, 375,000 shares of Class A Common Stock issuable on exercise of warrants issued to ERH, and 2,728,512 shares of Class B Common.
 - (11) Consists of 8,474,440 shares of Class B Common Stock beneficially owned by the BHN Entities.
- Except as set forth or incorporated herein or in the Appendices to the Schedule 13D, none of (i) the Reporting Persons, (ii) to the Sprint Entities knowledge, the persons set forth on Appendix A-1 and A-2 of the Schedule 13D, (iii) to the Comcast Entities knowledge, the persons set forth on Appendices B-1 through B-7 of the Schedule 13D, (iv) to the TWC Entities knowledge,

the persons set forth on Appendices C-1 through C-5 of the Schedule 13D, (v) to the BHN Entities knowledge, the persons set forth on Appendices D-1 through D-3 of the Schedule 13D, and (vi) to Google's knowledge, the persons set forth on Appendix E of the Schedule 13D, beneficially owns any shares of Class A Common Stock as of March 13, 2012.

In addition to the beneficial ownership of the Reporting Persons described herein, the Intel Entities, Intel Capital, Intel Cayman and Middlefield may be deemed to be members of a group under Section 13(d) of the Act with the Reporting Persons by virtue of the Equityholders Agreement and have reported their beneficial ownership of securities of the Issuer separately, including the disclosure contained in Amendment No. 10 to Statement on Schedule 13D filed on February 29, 2012 (the Intel 13D/A). The Intel 13D/A reports beneficial ownership of 94,076,878 shares of Class A Common Stock (which consists of 25,098,733 shares of Class A Common Stock held by Intel Capital, 3,333,333 shares of Class A Common Stock held by Intel Cayman and 65,644,812 shares of Class B Common Stock held by the Intel Entities), representing 18.2% of the Class A Common Stock.

Except as set forth or incorporated herein or in the Appendices to the Schedule 13D, none of (i) the Reporting Persons, (ii) to the Sprint Entities knowledge, the persons set forth on Appendices A-1 and A-2 of the Schedule 13D, (iii) to the Comcast Entities knowledge, the persons set forth on Appendices B-1 through B-7 of the Schedule 13D, (iv) to the TWC Entities knowledge, the persons set forth on Appendices C-1 through C-5 of the Schedule 13D, (v) to the BHN Entities knowledge, the persons set forth on Appendices D-1 through D-3 of the Schedule 13D, and (vi) to Google's knowledge, the persons set forth on Appendix E of the Schedule 13D, has effected any transaction in Class A Common Stock during the 60 days prior to March 13, 2012.

(c)

On March 1, 2012, Google sold 29,411,765 shares of Class A Common Stock (which shares constituted all of the shares of Class A Common Stock previously held by Google) in a block sale to a third party at price per share of \$2.261. Accordingly, Google no longer holds any securities of the Issuer. Except as set forth or incorporated herein, none of Google, the other Reporting Persons, or, to the knowledge of the Reporting Persons, the Intel Entities, Intel Capital, Intel Cayman, or Middlefield, has effected any transaction in the Class A Common Stock since the filing of Amendment No. 9.

(e)

On March 1, 2012, Google ceased to be the beneficial owner of more than 5% of Class A Common Stock.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2012

Sprint Nextel Corporation

By /s/ Timothy P. O Grady
Name: Timothy P. O Grady
Title: Vice President

Sprint HoldCo, LLC

By /s/ Timothy P. O Grady
Name: Timothy P. O Grady
Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2012

Comcast Corporation

By /s/ William E. Dordelman
Name: William E. Dordelman
Title: Senior Vice President and Treasurer

Comcast Wireless Investment I, Inc.

By /s/ William E. Dordelman
Name: William E. Dordelman
Title: Senior Vice President

Comcast Wireless Investment II, Inc.

By /s/ William E. Dordelman
Name: William E. Dordelman
Title: Senior Vice President

Comcast Wireless Investment III, Inc.

By /s/ William E. Dordelman
Name: William E. Dordelman
Title: Senior Vice President

Comcast Wireless Investment IV, Inc.

By /s/ William E. Dordelman
Name: William E. Dordelman
Title: Senior Vice President

Comcast Wireless Investment V, Inc.

By /s/ William E. Dordelman
Name: William E. Dordelman
Title: Senior Vice President

Comcast Wireless Investment VI, Inc.

By /s/ William E. Dordelman
Name: William E. Dordelman
Title: Senior Vice President

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2012

Time Warner Cable Inc.

By /s/ Satish Adige
Name: Satish Adige
Title: SVP Investments

Time Warner Cable LLC

By /s/ Satish Adige
Name: Satish Adige
Title: SVP Investments

TWC Wireless Holdings I LLC

By /s/ Satish Adige
Name: Satish Adige
Title: SVP Investments

TWC Wireless Holdings II LLC

By