

Clearwire Corp /DE
Form SC 13D/A
December 22, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 3)
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)

Clearwire Corporation

(Name of Issuer)

Class A Common Stock

(Title of Series of Securities)

18538Q 10 5

(CUSIP number)

Cary I. Klafter
Vice President and Corporate Secretary
Intel Corporation
2200 Mission College Boulevard
Santa Clara, California 95054-1549
(408) 765-8080

Copy to:
Gregory T. Davidson
Gibson, Dunn & Crutcher LLP
1881 Page Mill Road
Palo Alto, California 94303-1125
(650) 849-5300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 21, 2009

(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 o.

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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP 13D/A
No. 18538Q 10 5

1 name of reporting persons
s.s. or i.r.s. identification nos. of above persons

Intel Corporation
94-1672743

2 check the appropriate box if a member of a group* (a) o
(b) x

3 sec use only

4 source of funds

WC

5 check box if disclosure of legal proceedings is required pursuant to item 2(d) or 2(e) o

6 citizenship or place of organization

Delaware
number of 7 sole voting power
shares

beneficially 8 shared voting power
owned by

102,404,811*

each 9 sole dispositive power
reporting

person with 10 shared dispositive power

102,404,811*

11 aggregate amount beneficially owned by each reporting person

102,404,811*

12 check box if the aggregate amount in row (11) excludes certain shares x**

13 percent of Series represented by amount in row (11)

39.0%*

14 type of reporting person

CO

* See discussion in Items 4 through 6 of that certain Statement on Schedule 13D filed on December 8, 2008, as amended by that certain Amendment No. 1 filed on February 27, 2009, that certain Amendment No. 2 filed on November 13, 2009, and this Amendment No. 3. As more fully described in the responses to Items 4 through 6 therein, the Reporting Person and certain other beneficial owners of Class A Common Stock identified therein may be deemed to be members of a “group” under Section 13(d) of the Act by virtue of the Equityholders’ Agreement described therein. Neither the filing of this Statement on Schedule 13D nor any amendment thereto nor any of their respective contents shall be deemed to constitute an admission by the Reporting Person that, except as expressly set forth herein and therein, 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 Item 5(a)-(b) of this Amendment No. 3 to Statement on Schedule 13D.

This Amendment No. 3 amends and supplements that certain Statement on Schedule 13D filed on December 8, 2008, as amended by that certain Amendment No. 1 filed on February 27, 2009 and that certain Amendment No. 2 filed on November 13, 2009 (collectively, the "Schedule 13D"), by Intel Corporation, a Delaware corporation (the "Reporting Person" or "Intel"), 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").

Capitalized terms used herein and not otherwise defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D. Except as specifically set forth herein, the Schedule 13D remains unmodified.

Item Purpose of Transaction

4.

Item 4 of the Schedule 13D is amended and supplemented by adding the following to the end of the disclosure under the subheading "Investment Agreement":

The First Investment Closing occurred on November 13, 2009 and the Second Investment Closing occurred on December 21, 2009. In connection with the Second Investment Closing, the first installment of the Transaction Fee was paid to each of Sprint, Comcast, TWC and BHN. Sprint received (i) half of such installment of the Transaction Fee payable to Sprint in Clearwire Communications Class B Common Interests valued at \$7.33 per unit, representing 1,117,253 Class B Common Interests, and an equal number of Clearwire Communications Voting Interests and (ii) the other half of such installment of the Transaction Fee payable to Sprint in cash, by wire transfer of immediately available funds. Immediately following the receipt by Sprint of Clearwire Communications Voting Interests, Sprint contributed to Clearwire its Clearwire Communications Voting Interests in exchange for an equal number of shares of Class B Common Stock. Comcast, TWC and BHN received their respective installments of their portions of such Transaction Fee in cash, by wire transfer of immediately available funds.

The remaining installment of the Transaction Fee will be payable in connection with the Third Investment Closing, which is targeted to be completed during the first quarter of 2010. The Third Investment Closing is subject to Clearwire's delivery of certain financial information to Sprint for use in its financial reporting and satisfaction of certain other customary closing conditions. Pursuant to the Investment Agreement, Sprint irrevocably elected to receive at least half of such installment of the Transaction Fee payable to Sprint in connection with the Third Investment Closing in Clearwire Communications Class B Common Interests valued at \$7.33 per unit, representing 170,533 Class B Common Interests, and an equal number of Clearwire Communications Voting Interests. Immediately following the receipt by Sprint of Clearwire Communications Voting Interests, Sprint will contribute to Clearwire its Clearwire Communications Voting Interests in exchange for an equal number of shares of Class B Common Stock.

Item Interest in Securities of the Issuer

5.

(a)-(b) Items 5(a)-(b) are hereby amended and restated in their entirety as follows:

The Reporting Person does not directly own any shares of Class A Common Stock of the Issuer. As of the date of filing of this Amendment No. 3, by reason of the provisions of Rule 13d-3 under the Act, the Reporting Person is deemed to beneficially own and to share voting and investment power with respect to 102,404,811 shares of Class A Common Stock that are beneficially owned as follows:

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36,759,999 shares of Class A Common Stock that are beneficially owned as follows: 33,333,333 shares of Class A Common Stock that are held of record by Intel Capital; 3,333,333 shares of Class A Common Stock that are held of record by Intel Cayman; and warrants exercisable for 93,333 shares of Class A Common Stock that are held of record by Middlefield; and

- 65,644,812 shares of Class A Common Stock that are beneficially owned as follows: 21,784,940 shares of Class B Common Stock and Class B Common Units that are held of record by Intel Entity A, and 96,664 shares of Class B Common Stock and Class B Common Units that Intel Entity A has a right to acquire in the Third Investment Closing; 21,784,940 shares of Class B Common Stock and Class B Common Units that are held of record by Intel Entity B, and 96,664 shares of Class B Common Stock and Class B Common Units that Intel Entity B has a right to acquire in the Third Investment Closing; and 21,784,940 shares of Class B Common Stock and Class B Common Units that are held of record by Intel Entity C, and 96,664 shares of Class B Common Stock and Class B Common Units that Intel Entity C has a right to acquire in the Third Investment Closing.

Each share of Class B Common Stock, together with one Class B Common Unit, is exchangeable at any time at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock of the Issuer.

In addition, by virtue of the Equityholders' Agreement entered into at the Closing (see Item 6 of the Schedule 13D), the Reporting Person may be deemed to be a member of a "group" under Section 13(d) of the Act with respect to the 102,404,811 shares of Class A Common Stock beneficially owned by the Reporting Person and the following shares which are reported separately from this Amendment No. 3, based upon the information contained in that certain Amendment No. 3 to the Statement on Schedule 13D dated December 22, 2009 filed by such persons and where such persons have reported that they beneficially own: 531,724,348 shares of Class A Common Stock beneficially owned by the Sprint Entities, 88,504,132 shares of Class A Common Stock beneficially owned by the Comcast Entities, 39,639,803 shares of Class A Common Stock beneficially owned by Eagle River, 29,411,765 shares of Class A Common stock beneficially owned by Google, 46,404,782 shares of Class A Common Stock beneficially owned by the TWC Entities, 41,468,135 shares of Class A Common Stock beneficially owned by Craig O. McCaw and 8,474,440 shares of Class A Common Stock beneficially owned by the BHN Entities. The Reporting Person disclaims beneficial ownership of the shares of Class A Common Stock beneficially owned by such other persons.

To the knowledge of the Reporting Person, none of the persons listed on Schedule A to the Schedule 13D beneficially owns any shares of the Class A Common Stock. Neither the filing of this Statement nor any of its contents shall be deemed to constitute an admission by any of the persons listed on Schedule A that he or she is the beneficial owner of any Class A Common Stock referred to herein for purposes of the Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

SIGNATURE

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

Dated as of December 22, 2009

INTEL CORPORATION

By: /s/ Cary I. Klafter, Attorney-in-Fact
Name: Cary I. Klafter
Title: Corporate Secretary

INTEL CORPORATION

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Cary I. Klafter, and with full power of substitution, the undersigned's true and lawful attorney-in-fact with full power to execute and file with the Securities and Exchange Commission and any stock exchange or similar authority, any report required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto said attorney-in-fact the power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person to whom power of attorney has been hereby granted ceases to be an employee of Intel Corporation.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of November, 2009.

INTEL CORPORATION

By: -/s/ A. Douglas Melamed-

A. Douglas Melamed

Senior Vice President,
General Counsel

SCHEDULE A

Schedule A of the Schedule 13D is hereby amended and restated in its entirety as follows:

DIRECTORS AND EXECUTIVE OFFICERS OF INTEL CORPORATION

The name, citizenship, business address, and present principal occupation or employment of each of the directors and executive officers of the Reporting Person are as set forth below.

Directors:

| Name | Present Principal Occupation or Employment | Present Business Address | Citizenship |
|------------------------|--|--|-------------|
| Jane E. Shaw | Chairman of the Board, Intel Corporation Retired Chairman and Chief Executive Officer, Aerogen, Inc. | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A./U.K. |
| Paul S. Otellini | President and Chief Executive Officer | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Charlene Barshefsky | Senior International Partner, Wilmer Cutler Pickering Hale & Dorr LLP | 1875 Pennsylvania Avenue, NW Washington, DC 20006 | U.S.A. |
| Susan L. Decker | Entrepreneur-in Residence Harvard Business School | Harvard Business School Soldiers Field Boston, MA 02163 | U.S.A. |
| John J. Donahoe | President and Chief Executive Officer, eBay Inc. | 2145 Hamilton Avenue San Jose, CA 95125 | U.S.A. |
| Reed E. Hundt | Principal, Charles Ross Partners, LLC | 1909 K Street NW, Suite 820 Washington, DC 20006 | U.S.A. |
| James D. Plummer | John M. Fluke Professor of Electrical Engineering; Frederick E. Terman Dean of the School of Engineering, Stanford University | Stanford University Terman 214, Mail Code 4027 Stanford, CA 94305 | U.S.A. |
| David S. Pottruck | Chairman and Chief Executive Officer, Red Eagle Ventures, Inc. | 201 Spear Street, Suite 1150 San Francisco, CA 94105 | U.S.A. |

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|------------------|---|--|--------|
| John L. Thornton | Professor and Director of Global Leadership, Tsinghua University in Beijing | 712 5th Avenue New York, NY 10019 | U.S.A. |
| Frank D. Yeary | Vice Chancellor University of California, Berkeley | 200 California Hall #1500 Berkeley, CA 94720 | U.S.A. |
| David B. Yoffie | Max and Doris Starr Professor of International Business Administration, Harvard Business School | Harvard Business School Morgan Hall 215, Soldiers Field Park Rd. Boston, MA 02163 | U.S.A. |

Non-Director Executives:

| Name | Present Principal Occupation or Employment | Present Business Address | Citizenship |
|--------------------|---|--|-------------|
| Andy D. Bryant | Executive Vice President Technology, Manufacturing and Enterprise Services Chief Administrative Officer | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Sean M. Maloney | Executive Vice President General Manager, Intel Architecture Group | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.K. |
| David Perlmutter | Executive Vice President General Manager, Intel Architecture Group | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | Israel |
| Arvind Sodhani | Executive Vice President President, Intel Capital | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Robert J. Baker | Senior Vice President General Manager, Technology and Manufacturing Group | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| William M. Holt | Senior Vice President General Manager, Technology and Manufacturing Group | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| A. Douglas Melamed | Senior Vice President General Counsel | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Thomas M. Kilroy | Vice President General Manager, Sales and Marketing Group | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |
| Stacy J. Smith | Vice President Chief Financial Officer | 2200 Mission College Blvd. Santa Clara, CA 95054-1549 | U.S.A. |