

CLEARWIRE CORP
Form 3
May 19, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Google Inc. | | (Month/Day/Year) | CLEARWIRE CORP [CLWR] | |
| (Last) | (First) | (Middle) | 05/07/2008 | |
| 1600 AMPHITHEATRE PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MOUNTAIN VIEW,Â CAÂ 94043 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Member 13(d) group owning >10% | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Class A Common Stock, par value \$0.0001 per share | 0 <u>(1)</u> <u>(2)</u> | I | See Footnotes <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

Edgar Filing: CLEARWIRE CORP - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|-----------------------|
| Class B Common Stock, par value \$0.0001 per share | Â (3) | Â (4) | Class A Common Stock | 0 (1) (2) | \$ (5) | I | See Footnotes (1) (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Google Inc. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | Â | Â | Â | Member 13(d) group owning >10% |

Signatures

/s/ John Kent Walker, Jr., VP and General Counsel of Google Inc. 05/19/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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") is filing this Form 3 solely because Google may be deemed to have beneficial ownership pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of 72,589,624 shares of Class A Common Stock (the "Shares") of Clearwire Corporation ("Clearwire") (including shares of Class A Common Stock of Clearwire that are issuable upon conversion of shares of Class B Common Stock of Clearwire) that are subject to either (i) the voting agreement dated May 7, 2008, among Clearwire, Google, Time Warner Cable Inc. ("TWC"), Bright House Networks, LLC ("BHN"), Sprint Nextel Corporation ("Sprint"), Comcast Corporation ("Comcast"), Intel Corporation ("Intel Parent") and Eagle River Holdings, LLC or (ii) the voting agreement dated May 7, 2008, among Clearwire, Comcast, TWC, BHN, Sprint, Google, Intel Parent, Intel Capital Corporation and Intel Capital (Cayman) Corporation (collectively, the "Voting Agreements").

(2) The Voting Agreements were entered into in connection with the Transaction Agreement and Plan of Merger dated as of May 7, 2008, (the "Transaction Agreement") among Clearwire, Comcast, TWC, BHN, Sprint, Google and Intel Parent. For additional information regarding the Voting Agreements and the Transaction Agreement, see the Statement on Schedule 13D filed by Comcast, TWC, BHN, Sprint and Google on the date hereof. Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Google that it is the beneficial owner of the Shares for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. Google does not have any "pecuniary interest" in the Shares.

(3) These convertible securities are immediately exercisable.

(4) There is no expiration date for these convertible securities.

(5) Each share of Class B Common Stock is convertible at any time, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.