

Clearwire Corp /DE  
Form SC 13D/A  
December 14, 2010

**Table of Contents**

**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 PURSUANT TO**

**§ 240.13d-2(a)**

**(Amendment No. 5)\***

**CLEARWIRE CORPORATION**

(Name of Issuer)

**Class A Common Stock**

(Title of Class of Securities)

**18538Q 105**

(CUSIP Number)

**Michael J. Egan**

**King & Spalding LLP**

**1180 Peachtree Street, N.E.**

**Atlanta, Georgia 30309**

**(404) 572-4600**

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

cc:

**David L. Caplan**  
**Davis Polk & Wardwell**  
**450 Lexington Avenue**  
**New York, New York 10017**

**Robert B. Schumer**  
**Paul, Weiss, Rifkind, Wharton &**  
**Garrison LLP**  
**1285 Avenue of the Americas**  
**New York, New York**  
**10019-6064**

**Arthur J. Steinhauer, Esq.**  
**Sabin, Bermant & Gould LLP**  
**Four Times Square**  
**New York, New York 10036**

**David J. Segre**  
**Wilson Sonsini Goodrich & Rosati**  
**Professional Corporation**  
**650 Page Mill Road**  
**Palo Alto, California 94304**

**Ryan J. York**  
**Davis Wright Tremaine LLP**  
**1201 Third Avenue, Suite 2200**  
**Seattle, Washington 98101**

**December 8, 2010**

(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.

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)

---

**TABLE OF CONTENTS**

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

SIGNATURE

EXHIBIT INDEX

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 2 of 28 Pages

NAME OF REPORTING PERSON:

1. Sprint Nextel Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. Not Applicable

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Kansas

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8.

SHARES BENEFICIALLY OWNED BY 531,724,348\*

EACH REPORTING PERSON      **9.**      SOLE DISPOSITIVE POWER:  
0

WITH      **10.**      SHARED DISPOSITIVE POWER:  
531,724,348\*

**11.**      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
531,724,348\*

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

**13.**      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
68.6%\*

**14.**      TYPE OF REPORTING PERSON:  
HC

\* See discussion in Items 4 through 6 of the Statement on Schedule 13D filed on December 5, 2008 (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. 5 to Statement on Schedule 13D (the "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 the Amendment No. 4 to the Statement on Schedule 13D filed on December 7, 2010 (the "Amendment No. 4").

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 3 of 28 Pages

NAME OF REPORTING PERSON:

1. Sprint HoldCo, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

531,724,348\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

531,724,348\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

531,724,348\*

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

12.

\*\*

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

13.

68.6%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---



**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 4 of 28 Pages

NAME OF REPORTING PERSON:

- 1. Comcast Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- 2. (a)
- (b)

SEC USE ONLY

- 3.

SOURCE OF FUNDS:

- 4. WC

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

- 5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

- 6. Pennsylvania

SOLE VOTING POWER:

- 7. NUMBER OF 0

SHARED VOTING POWER:

- 8. SHARES BENEFICIALLY OWNED BY 88,504,132\*

SOLE DISPOSITIVE POWER:

- 9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

88,504,132\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

88,504,132\*

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

12.

\*\*

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

13.

26.7%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 5 of 28 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment I, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

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

12.

\*\*

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

13.

4.8%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 6 of 28 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment II, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

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

12.

\*\*

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

13.

4.8%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 7 of 28 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment III, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

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

12.

\*\*

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

13.

4.8%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---



**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 8 of 28 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment IV, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

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

12.

\*\*

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

13.

4.8%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 9 of 28 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment V, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

12,352,941\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

12,352,941\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

12,352,941\*

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

12.

\*\*

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

13.

4.8%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 10 of 28 Pages

NAME OF REPORTING PERSON:

1. Comcast Wireless Investment VI, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. AF

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

26,739,427\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

26,739,427\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

26,739,427\*

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

12.

\*\*

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

13.

9.9%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 11 of 28 Pages

NAME OF REPORTING PERSON:

1. Time Warner Cable Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

46,404,782\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

46,404,782\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

46,404,782\*

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

12.

\*\*

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

13.

16.0%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---



**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 12 of 28 Pages

NAME OF REPORTING PERSON:

1. Time Warner Cable LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

46,404,782\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

46,404,782\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

46,404,782\*

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

12.

\*\*

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

13.

16.0%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 13 of 28 Pages

NAME OF REPORTING PERSON:

1. TWC Wireless Holdings I LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

15,468,261\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

15,468,261\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

15,468,261\*

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

12.

\*\*

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

13.

6.0%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 14 of 28 Pages

NAME OF REPORTING PERSON:

1. TWC Wireless Holdings II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF SHARES 0

SHARED VOTING POWER:

8. BENEFICIALLY OWNED BY 15,468,261\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

15,468,261\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

15,468,261\*

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

12.

\*\*

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

13.

6.0%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 15 of 28 Pages

NAME OF REPORTING PERSON:

1. TWC Wireless Holdings III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7. NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY 15,468,260\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

15,468,260\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

15,468,260\*

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

12.

\*\*

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

13.

6.0%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---



**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 16 of 28 Pages

NAME OF REPORTING PERSON:

1. Bright House Networks, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

8,474,440\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

8,474,440\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

8,474,440\*

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

12.

\*\*

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

13.

3.4%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 17 of 28 Pages

NAME OF REPORTING PERSON:

1. BHN Spectrum Investments, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

8,474,440\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

8,474,440\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

8,474,440\*

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

12.

\*\*

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

13.

3.4%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 18 of 28 Pages

NAME OF REPORTING PERSON:

1. Newhouse Broadcasting Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. New York

SOLE VOTING POWER:

7.

NUMBER OF 0

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY

8,474,440\*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10.

8,474,440\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

8,474,440\*

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

12.

\*\*

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

13.

3.4%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 19 of 28 Pages

NAME OF REPORTING PERSON:

1. Google Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC\*\*\*

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Delaware

SOLE VOTING POWER:

7.

NUMBER OF 29,411,765

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8.

\*

SOLE DISPOSITIVE POWER:

EACH REPORTING 9.

PERSON 29,411,765

WITH SHARED DISPOSITIVE POWER:

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

29,411,765\*

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

12.

\*\*

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

13.

12.1%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

\*\*\* Google used working capital as its source of funds to acquire shares of the Issuer in connection with Google's initial investment and subsequent post-closing adjustment pursuant to the Transaction Agreement described in further detail below. Google did not participate in the Investment Transactions described in Amendment No. 3 to the Statement on Schedule 13D filed on December 22, 2009.

---



**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 20 of 28 Pages

NAME OF REPORTING PERSON:

1. Eagle River Holdings, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. WC

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. Washington

SOLE VOTING POWER:

7.

NUMBER OF 39,639,803

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8.

\*

SOLE DISPOSITIVE POWER:

EACH REPORTING 9.

PERSON 39,639,803

WITH SHARED DISPOSITIVE POWER:

10.

\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

39,639,803\*

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

12.

\*\*

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

13.

16.1%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

CUSIP No. 18538Q 105 **13D** Page 21 of 28 Pages

NAME OF REPORTING PERSON:

1. Craig O. McCaw

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)   
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS:

4. OO

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

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. United States

SOLE VOTING POWER:

7. NUMBER OF 41,379,269

SHARED VOTING POWER:

8. SHARES BENEFICIALLY OWNED BY \*

SOLE DISPOSITIVE POWER:

9. EACH REPORTING

PERSON 41,379,269

WITH SHARED DISPOSITIVE POWER:

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

41,379,269\*

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

12.

\*\*

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

13.

16.6%\*

TYPE OF REPORTING PERSON:

14.

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 the Amendment No. 4.

---

**Table of Contents**

Page 22 of 28 Pages

This Amendment No. 5 (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 and as amended by Amendment No. 4 to the Statement on Schedule 13D which was jointly filed on December 7, 2010 (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 ) 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 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is amended and supplemented by adding the following to the end of the disclosure under the subheading Amendment to the Equityholders Agreement :

On December 8, 2010, the Equityholders entered into an Amendment to the Equityholders Agreement (the Equityholders Agreement Amendment ) providing that Sprint may unilaterally elect to take, and cause the Issuer to take, any of the actions specified in Section 2.13(d) of the Equityholders Agreement at any time to the extent Sprint determines in good faith such actions are reasonably necessary to eliminate or ameliorate any risk that a breach or default by the Issuer or any of its subsidiaries under their debt agreements could trigger a cross-default or cross-acceleration under Sprint's debt agreements. Such actions include the ability of Sprint HoldCo to surrender shares of Class B Common Stock to the Issuer in exchange for cash consideration equal to the par value of such shares. If Sprint HoldCo surrenders any such shares pursuant to Section 2.13(d) of the Equityholders Agreement, it would have the right to have all or part of the shares re-issued to it under certain circumstances as set forth in Sections 2.13 (e) and (f) of the Equityholders Agreement.

In addition, Item 6 of the Schedule 13D is amended and supplemented by replacing the last paragraph with the following:

The foregoing summaries of certain provisions of the Equityholders Agreement, the Strategic Investor Agreement, the Registration Rights Agreement, the Operating Agreement, the Waiver, the Lock-up Agreements, the Preemptive Rights Waivers and the Equityholders Agreement Amendment are not intended to be complete and are qualified in their entirety by reference to the full text of such agreements, which are filed as Exhibit 99.3, 99.4, 99.5, 99.6, 99.10, 99.11, 99.12 and 99.13, respectively, hereto and each is incorporated herein by reference.

**Table of Contents**

Page 23 of 28 Pages

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

99.13 Amendment to Equityholders Agreement, dated as of December 8, 2010, by and among Clearwire Corporation, Sprint HoldCo, LLC, Eagle River Holdings, LLC, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation, Intel Capital (Cayman) Corporation, Middlefield Ventures, Inc. and Comcast Corporation, as Strategic Investor Representative (incorporated herein by reference to Exhibit 4.11 of Clearwire Corporation's Current Report on Form 8-K filed December 13, 2010)

---

**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: December 13, 2010

**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

**Comcast Corporation**

By /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment I, Inc.**

By /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment II, Inc.**

By /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment III, Inc.**

By /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

---

**Comcast Wireless Investment IV, Inc.**

By /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment V, Inc.**

By /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

**Comcast Wireless Investment VI, Inc.**

By /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

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

**TWC Wireless Holdings III LLC**

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





**Bright House Networks, LLC**

By /s/ Donald E. Newhouse  
Name: Donald E. Newhouse  
Title: Vice President

**BHN Spectrum Investments, LLC**

By /s/ Donald E. Newhouse  
Name: Donald E. Newhouse  
Title: Vice President

**Newhouse Broadcasting Corporation**

By /s/ Donald E. Newhouse  
Name: Donald E. Newhouse  
Title: President

**Google Inc.**

By /s/ Kent Walker  
Name: Kent Walker  
Title: Vice President,  
General Counsel and Assistant  
Secretary

**Eagle River Holdings, LLC**

By /s/ Amit Mehta  
Name: Amit Mehta  
Title: VP

**Craig O. McCaw**

By /s/ Craig O. McCaw  
Name: Craig O. McCaw

---

**Table of Contents**

Page 27 of 28 Pages

**EXHIBIT INDEX**

Exhibit	Description
99.1	Transaction Agreement and Plan of Merger, dated as of May 7, 2008, by and among Sprint Nextel Corporation, Clearwire Corporation, Comcast Corporation, Time Warner Cable Inc., Bright House Networks, LLC, Google Inc., and Intel Corporation (incorporated herein by reference to Exhibit 2.1 of Clearwire Corporation's Current Report on Form 8-K filed May 7, 2008)
99.2	Amendment No. 1 to the Transaction Agreement and Plan of Merger, dated as of November 21, 2008, by and among Sprint Nextel Corporation, Clearwire Corporation, Comcast Corporation, Time Warner Cable Inc., Bright House Networks, LLC, Google Inc., and Intel Corporation (incorporated herein by reference to Exhibit 2.1 of Clearwire Corporation's Current Report on Form 8-K filed December 1, 2008)
99.3	Equityholders' Agreement, dated as of November 28, 2008, by and among Clearwire Corporation, Sprint HoldCo, LLC, Eagle River Holdings, LLC, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation, Intel Capital (Cayman) Corporation, Middlefield Ventures, Inc., Comcast Wireless Investment I, Inc., Comcast Wireless Investment II, Inc., Comcast Wireless Investment III, Inc., Comcast Wireless Investment IV, Inc., Comcast Wireless Investment V, Inc., Google Inc., TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC, TWC Wireless Holdings III LLC, BHN Spectrum Investments, LLC and, for the limited purpose of Sections 2.13, 2.14, 2.15 and Article 4, Sprint Nextel Corporation (incorporated herein by reference to Exhibit 4.1 of Clearwire Corporation's Current Report on Form 8-K filed December 1, 2008)
99.4	Strategic Investor Agreement, dated as of November 28, 2008, by and among Comcast Wireless Investment I, Inc., Comcast Wireless Investment II, Inc., Comcast Wireless Investment III, Inc., Comcast Wireless Investment IV, Inc., Comcast Wireless Investment V, Inc., TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC, TWC Wireless Holdings III LLC, BHN Spectrum Investments, LLC, Google Inc., Comcast Corporation, Time Warner Cable Inc. and Bright House Networks, LLC*
99.5	Registration Rights Agreement, dated as of November 28, 2008, among Clearwire Corporation, Sprint Nextel Corporation, Eagle River Holdings, LLC, Intel Corporation, Comcast Corporation, Google Inc., Time Warner Cable Inc. and BHN Spectrum Investments LLC (incorporated herein by reference to Exhibit 4.2 of Clearwire Corporation's Current Report on Form 8-K filed December 1, 2008)
99.6	Amended and Restated Operating Agreement of Clearwire Communications LLC, dated as of November 28, 2008 (incorporated herein by reference to Exhibit 10.1 of Clearwire Corporation's Current Report on Form 8-K filed December 1, 2008)
99.7	Joint Filing Agreement, dated as of November 28, 2008, among the Reporting Persons and, solely for purposes of Sections 7, 8, 9 and 10, the Intel Entities, Intel Capital, Intel Cayman and Middlefield*

**Table of Contents**

Page 28 of 28 Pages

Exhibit	Description
99.8	Investment Agreement, dated as of November 9, 2009, by and among Sprint Nextel Corporation, Clearwire Corporation, Clearwire Communications LLC, Comcast Corporation, Time Warner Cable Inc., Bright House Networks, LLC, Eagle River Holdings, LLC and Intel Corporation (incorporated herein by reference to Exhibit 10.1 of Sprint Nextel Corporation's Current Report on Form 8-K filed November 10, 2009)
99.9	Non-Unanimous Written Consent to Action in Lieu of Special Meeting of the Stockholders of Clearwire Communication, dated as of November 9, 2009, executed by Sprint HoldCo, LLC, Eagle River Holdings, LLC, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation, Intel Capital (Cayman) Corporation, Middlefield Ventures, Inc., Comcast Wireless Investment I, Inc., Comcast Wireless Investment II, Inc., Comcast Wireless Investment III, Inc., Comcast Wireless Investment IV, Inc., Comcast Wireless Investment V, Inc., Google Inc., TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC, TWC Wireless Holdings III LLC and BHN Spectrum Investments, LLC*
99.10	Unanimous Consent and Waiver, dated as of November 9, 2009, by and among Clearwire Corporation, Sprint HoldCo, LLC, Eagle River Holdings, LLC, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation, Intel Capital (Cayman) Corporation, Middlefield Ventures, Inc., Comcast Wireless Investment I, Inc., Comcast Wireless Investment II, Inc., Comcast Wireless Investment III, Inc., Comcast Wireless Investment IV, Inc., Comcast Wireless Investment V, Inc., Google Inc., TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC, TWC Wireless Holdings III LLC, BHN Spectrum Investments, LLC and, for the limited purpose of Sections 2.13, 2.14, 2.15 and Article 4, Sprint Nextel Corporation*
99.11	Form of Lock-up Agreement, dated as of December 1, 2010*
99.12	Form of Preemptive Rights Waiver, dated as of December 1, 2010*
99.13	Amendment to Equityholders' Agreement, dated as of December 8, 2010, by and among Clearwire Corporation, Sprint HoldCo, LLC, Eagle River Holdings, LLC, Intel Capital Wireless Investment Corporation 2008A, Intel Capital Wireless Investment Corporation 2008B, Intel Capital Wireless Investment Corporation 2008C, Intel Capital Corporation, Intel Capital (Cayman) Corporation, Middlefield Ventures, Inc. and Comcast Corporation, as Strategic Investor Representative (incorporated herein by reference to Exhibit 4.11 of Clearwire Corporation's Current Report on Form 8-K filed December 13, 2010)

\* Previously filed.