

Clearwire Corp /DE
Form 4
September 14, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
TIME WARNER CABLE INC.

2. Issuer Name and Ticker or Trading Symbol
Clearwire Corp /DE [CLWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
60 COLUMBUS CIRCLE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2012

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10023

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock, p/v \$0.0001/share, of Clearwire Corp | 09/13/2012 | | J ⁽⁴⁾ | | 46,404,782 | A | \$ 0 |
| | | | | | (1) (2) (4) (5) | | (3) (1) (2) (4) (5) |
| | | | | | | I | |
| | | | | | | | See footnotes (1) (2) (5) |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Securities (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Class B Common Stock, p/v \$0.0001/share, of Clearwire Corp | (3) | 09/13/2012 | | J(4) | 46,404,782 (1) (2) (4) (5) | (3) | (3) | Class A Common Stock, p/v \$0.0001/share of Clearwire Corp |
| Class B Common Units of Clearwire Communications, LLC | (3) | 09/13/2012 | | J(4) | 46,404,782 (1) (2) (4) (5) | (3) | (3) | Class A Common Stock, p/v \$0.0001/share of Clearwire Corp |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TIME WARNER CABLE INC. 60 COLUMBUS CIRCLE NEW YORK, NY 10023 | | X | | |
| TIME WARNER CABLE LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023 | | X | | |
| TWC WIRELESS HOLDINGS I LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023 | | X | | |
| TWC WIRELESS HOLDINGS II LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023 | | X | | |
| TWC WIRELESS HOLDINGS III LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023 | | X | | |

Signatures

| | |
|---|------------|
| TIME WARNER CABLE INC., By: /s/ Satish Adige, Senior Vice President, Investments | 09/14/2012 |
| __Signature of Reporting Person | Date |
| TIME WARNER CABLE LLC, By: /s/ Satish Adige, Senior Vice President, Investments | 09/14/2012 |
| __Signature of Reporting Person | Date |
| TWC WIRELESS HOLDINGS I LLC, By: /s/ Satish Adige, Senior Vice President, Investments | 09/14/2012 |
| __Signature of Reporting Person | Date |
| TWC WIRELESS HOLDINGS II LLC, By: /s/ Satish Adige, Senior Vice President, Investments | 09/14/2012 |
| __Signature of Reporting Person | Date |
| TWC WIRELESS HOLDINGS III LLC, By: /s/ Satish Adige, Senior Vice President, Investments | 09/14/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Certain indirect wholly owned subsidiaries of Time Warner Cable Inc. ("TWC") have entered into an Equityholders' Agreement dated as of November 28, 2008 (the "Equityholders' Agreement") with Clearwire Corporation (the "Issuer") and the other parties thereto (collectively, the "Unaffiliated Shareholders").
- By virtue of the Equityholders' Agreement, TWC and the Unaffiliated Stockholders may be deemed to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended, that, in the aggregate, beneficially owns more than 10% of the Issuer's outstanding shares of Class A Common Stock ("Class A Common Stock").
- (2) The number of securities of the Issuer and Clearwire Communications, LLC, a subsidiary of the Issuer ("Clearwire LLC"), beneficially owned by TWC as reported herein does not include the holdings of any Unaffiliated Stockholders. TWC does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.
- (3) Each share of Class B Common Stock of the Issuer ("Class B Common Stock"), together with one Class B Common Unit of Clearwire LLC (a "Class B Common Unit"), is exchangeable at any time for one fully paid and nonassessable share of Class A Common Stock, subject to certain limited exceptions, without an expiration date. There is no exercise price payable in connection with exchanges.
- (4) On September 13, 2012, each of TWC Wireless Holdings I LLC ("TWC I"), TWC Wireless Holdings II LLC ("TWC II") and TWC Wireless Holdings III LLC ("TWC III" and, together with TWC I and TWC II, the "TWC Wireless Subsidiaries") exchanged 15,468,261, 15,468,261 and 15,468,260 shares, respectively, of Class B Common Stock and an equal number of Class B Common Units into 15,468,261, 15,468,261 and 15,468,260 shares, respectively, of Class A Common Stock (the "Exchange").
- (5) The shares of Class A Common Stock reported in Table I are owned indirectly by TWC through indirect wholly owned subsidiaries. As of the date of Exchange, TWC I, TWC II and TWC III own 15,468,261, 15,468,261 and 15,468,260 shares of Class A Common Stock, respectively. Time Warner Cable LLC ("TWC LLC") is the sole member of each of the TWC Wireless Subsidiaries. TWC is the sole member of TWC LLC.
- (6) The shares of Class B Common Stock and the Class B Common Units reported in Table II were owned indirectly by TWC through indirect wholly owned subsidiaries. Following the completion of the Exchange, TWC I, TWC II and TWC III own no shares of Class B Common Stock and no Class B Common Units. TWC LLC is the sole member of each of the TWC Wireless Subsidiaries. TWC is the sole member of TWC LLC.

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.