

Sprint HoldCo, LLC
Form 3
November 28, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

^ Sprint HoldCo, LLC

(Last) (First) (Middle)

6200 SPRINT PARKWAY

(Street)

OVERLAND

PARK, ^ KS ^ 66251

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/28/2008

3. Issuer Name **and** Ticker or Trading Symbol
New Clearwire CORP [CLWR]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

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

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

SEC 1473 (7-02)

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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
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Expiration
Exercisable Date

Title Amount or
Number of
Shares

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See footnote ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	See footnote ⁽³⁾	370,000,000 ⁽⁴⁾	\$ ⁽⁴⁾	D	Â
See footnote ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	See footnote ⁽³⁾	370,000,000 ⁽⁴⁾	\$ ⁽⁴⁾	I	See footnote ⁽⁵⁾
See footnote ⁽²⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	See footnote ⁽³⁾	370,000,000 ⁽⁴⁾	\$ ⁽⁴⁾	D	Â
See footnote ⁽²⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	See footnote ⁽³⁾	370,000,000 ⁽⁴⁾	\$ ⁽⁴⁾	I	See footnote ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sprint HoldCo, LLC 6200 SPRINT PARKWAY OVERLAND PARK,Â KSÂ 66251	Â	Â X	Â	Â
SPRINT NEXTEL CORP 6200 SPRINT PARKWAY OVERLAND PARK,Â KSÂ 66251	Â	Â X	Â	Â

Signatures

/s/ Timothy P. O'Grady, Name: Timothy P. O'Grady, Title: Vice President, On behalf of Sprint Nextel Corporation 11/28/2008

__Signature of Reporting Person Date

/s/ Timothy P. O'Grady, Name: Timothy P. O'Grady, Title: Vice President, On behalf of Sprint HoldCo, LLC 11/28/2008

__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) Class B Common Stock, par value \$0.0001 per share, of Clearwire Corporation

(2) Class B Common Units of Clearwire Communications, LLC

(3) Class A Common Stock, par value \$0.0001 per share, of Clearwire Corporation

Each share of Class B Common Stock of the Issuer, together with one Class B Common Unit of Clearwire Communications, LLC (a "Class B Common Unit"), is exchangeable at any time, subject to certain limited exceptions, beginning on the date that is 181 days after the closing of the transactions contemplated by that certain Transaction Agreement and Plan of Merger dated as of May 7, 2008 among Sprint Nextel Corporation ("Sprint Nextel") and the other parties thereto, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock of the Issuer and has no expiration date.

(5) Sprint Nextel is included in this Form 3 solely because of its indirect interest in Sprint HoldCo, LLC, which is a wholly-owned subsidiary of Sprint Nextel. Sprint Nextel's address is 6200 Sprint Parkway, Overland Park, Kansas, 66251.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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