

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 CLEARWIRE CORP [CLWR] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares | 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) |
|---|--|---|--|--|--|

| | | | | | | | |
|-------------------------|--------------|--------------|-------------------------|------------------------|---------------|---|-------------------------|
| See footnote <u>(1)</u> | Â <u>(4)</u> | Â <u>(4)</u> | See footnote <u>(3)</u> | 370,000,000 <u>(4)</u> | \$ <u>(4)</u> | D | Â |
| See footnote <u>(1)</u> | Â <u>(4)</u> | Â <u>(4)</u> | See footnote <u>(3)</u> | 370,000,000 <u>(4)</u> | \$ <u>(4)</u> | I | See footnote <u>(5)</u> |
| See footnote <u>(2)</u> | Â <u>(4)</u> | Â <u>(4)</u> | See footnote <u>(3)</u> | 370,000,000 <u>(4)</u> | \$ <u>(4)</u> | D | Â |
| See footnote <u>(2)</u> | Â <u>(4)</u> | Â <u>(4)</u> | See footnote <u>(3)</u> | 370,000,000 <u>(4)</u> | \$ <u>(4)</u> | I | See footnote <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sprint HoldCo, LLC 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251 | Â | Â X | Â | Â |
| SPRINT NEXTEL CORP 6200 SPRINT PARKWAY OVERLAND PARK, KS 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
- (4) 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. 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.