

New Clearwire CORP
Form 425
November 17, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934
November 17, 2008
Date of Report (Date of earliest event reported)

CLEARWIRE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-33349
(Commission File Number)

56-2408571
(IRS Employer
Identification No.)

4400 Carillon Point,
Kirkland, WA
(Address of principal executive offices)

98033
(Zip Code)

Registrant's telephone number, including area code: (425) 216-7600
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

Today, iPCS, Inc. (iPCS) withdrew its recent motion for an emergency injunction to stop the close of the transaction between Clearwire Corporation (Clearwire) and Sprint Nextel Corporation (Sprint). The withdrawal of this motion makes clear that the closing of the transaction between Clearwire and Sprint should not be delayed by the pending litigation between iPCS and Sprint. Clearwire has stipulated that it currently does not intend any commercial launch of its services in iPCS territories prior to July 1, 2009, without providing 60 days prior notice if such launch were to occur before the entry of a final decision in the pending litigation.

FORWARD-LOOKING STATEMENTS

This filing contains forward-looking statements that involve risks and uncertainties. These forward-looking statements may include statements about Clearwire's future financial and operating performance and financial condition, development and network launch plans, strategic plans and objectives, financial structure, uses of cash and proposed transactions. Actual results may differ materially from those stated in any forward-looking statements based on a number of factors, including the risk that the proposed transactions are not consummated; as well as the other risks identified in Clearwire's filings with the SEC, including, but not limited to, its Annual Report on Form 10-K for the year ended December 31, 2007 and Quarterly Reports on Form 10-Q, copies of which may be obtained by contacting Clearwire's Investor Relations department at (425) 216-4735 or at Clearwire's web site at www.clearwire.com. We undertake no duty to update any forward-looking statement to conform the statement to actual results or changes in Clearwire's expectations after the date of these filings.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

In connection with the proposed transactions with Sprint Nextel Corporation, Intel Corporation, Google Inc., Comcast Corporation, Time Warner Cable Inc., and Bright House Networks, LLC, Clearwire filed a definitive proxy statement with the U.S. Securities and Exchange Commission (the SEC) on October 17, 2008. The definitive proxy statement was mailed to stockholders beginning on October 21, 2008. **STOCKHOLDERS OF CLEARWIRE ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT BECAUSE IT CONTAINS IMPORTANT INFORMATION ABOUT THE TRANSACTIONS.**

Investors and security holders may obtain free copies of the definitive proxy statement and other documents filed with the SEC by Clearwire through the web site maintained by the SEC at www.sec.gov. Free copies of the definitive proxy statement and Clearwire's other filings with the SEC also may be obtained from Clearwire, by directing a request to Investor Relations at (425) 216-4735. In addition, investors and security holders may access copies of the documents filed with the SEC by Clearwire on Clearwire's website at www.clearwire.com.

Clearwire, and its directors and executive officers, may be deemed to be participants in the solicitation of proxies from Clearwire's stockholders with respect to the transactions contemplated by the definitive agreement between Sprint, the Investors and Clearwire. Information regarding Clearwire's directors and executive officers is contained in Clearwire's Annual Report on Form 10-K for the year ended December 31, 2007 and its definitive proxy statement filed with the SEC on April 29, 2008 for its 2008 Annual Meeting of Stockholders, which are filed with the SEC. You can obtain free copies of these documents from Clearwire using the contact information set forth above. Additional information regarding interests of such participants is included in the definitive proxy statement that was filed with the SEC and is available free of charge as indicated above.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

CLEARWIRE CORPORATION

Dated: November 17, 2008

By: /s/ Broady R. Hodder
Broady R. Hodder
Vice President and General Counsel