

Clearwire Corp /DE  
Form SC 13D  
December 05, 2008

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 13D**  
**(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. \_\_\_\_\_)\***

**CLEARWIRE CORPORATION**

(Name of Issuer)

**Class A Common Stock**

(Title of Class of Securities)

**18538Q 105**

(CUSIP Number)

**Michael J. Egan**

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**Atlanta, Georgia 30309**

**(404) 572-4600**

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

cc:

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**1201 Third Avenue, Suite 2200**  
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**November 28, 2008**

(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)

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**13D**

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

370,000,000\*

SOLE DISPOSITIVE POWER:

**9**

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

370,000,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

370,000,000\*

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

12

\*\*

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

13

66.1%\*

TYPE OF REPORTING PERSON:

14

HC

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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**13D**

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

370,000,000\*

SOLE DISPOSITIVE POWER:

**9**

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

370,000,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

370,000,000\*

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

12

\*\*

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

13

66.1%\*

TYPE OF REPORTING PERSON:

14

OO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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13D

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

52,500,000\*

SOLE DISPOSITIVE POWER:

9

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

52,500,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

52,500,000\*

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

12

\*\*

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

13

21.7%\*

TYPE OF REPORTING PERSON:

14

CO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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CUSIP No. 18538Q 105

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13D

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:

SHARES BENEFICIALLY OWNED BY 8

10,500,000\*

SOLE DISPOSITIVE POWER:

EACH 9

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

10,500,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

10,500,000\*

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

12

\*\*

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

13

5.3%\*

TYPE OF REPORTING PERSON

14

CO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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**13D**

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

10,500,000\*

SOLE DISPOSITIVE POWER:

**9**

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

10,500,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

10,500,000\*

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

12

\*\*

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

13

5.3%\*

TYPE OF REPORTING PERSON:

14

CO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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**13D**

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

10,500,000\*

SOLE DISPOSITIVE POWER:

**9**

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

10,500,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

10,500,000\*

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

12

\*\*

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

13

5.3%\*

TYPE OF REPORTING PERSON:

14

CO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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.

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13D

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

10,500,000\*

SOLE DISPOSITIVE POWER:

9

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

10,500,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

10,500,000\*

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

12

\*\*

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

13

5.3%\*

TYPE OF REPORTING PERSON:

14

CO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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**13D**

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

10,500,000\*

SOLE DISPOSITIVE POWER:

**9**

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

10,500,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

10,500,000\*

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

12

\*\*

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

13

5.3%\*

TYPE OF REPORTING PERSON:

14

CO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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13D

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

27,500,000\*

SOLE DISPOSITIVE POWER:

9

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

27,500,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

27,500,000 \*

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

12

\*\*

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

13

12.7%\*

TYPE OF REPORTING PERSON:

14

CO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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CUSIP No. 18538Q 105

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**13D**

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 27,500,000\*

SOLE DISPOSITIVE POWER:

**9**

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

27,500,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

27,500,000\*

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

12

\*\*

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

13

12.7%\*

TYPE OF REPORTING PERSON:

14

OO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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**13D**

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

9,166,667\*

SOLE DISPOSITIVE POWER:

**9**

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

9,166,667\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

9,166,667\*

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

12

\*\*

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

13

4.6%\*

TYPE OF REPORTING PERSON:

14

OO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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13D

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 0

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY

9,166,667\*

SOLE DISPOSITIVE POWER:

9

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

9,166,667\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

9,166,667\*

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

12

\*\*

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

13

4.6%\*

TYPE OF REPORTING PERSON:

14

OO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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.

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CUSIP No. 18538Q 105

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13D

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

9,166,666\*

SOLE DISPOSITIVE POWER:

9

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

9,166,666\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

9,166,666\*

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

12

\*\*

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

13

4.6%\*

TYPE OF REPORTING PERSON:

14

OO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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13D

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:

SHARES BENEFICIALLY OWNED BY 8

5,000,000\*

SOLE DISPOSITIVE POWER:

EACH 9

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

5,000,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

5,000,000\*

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

12

\*\*

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

13

2.6%\*

TYPE OF REPORTING PERSON:

14

OO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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 this Statement on Schedule 13D.

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**13D**

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

5,000,000\*

SOLE DISPOSITIVE POWER:

**9**

EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

5,000,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

5,000,000\*

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

12

\*\*

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

13

2.6%\*

TYPE OF REPORTING PERSON:

14

OO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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.

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13D

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:

SHARES BENEFICIALLY OWNED BY 8

5,000,000\*

SOLE DISPOSITIVE POWER:

EACH 9

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

5,000,000\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

5,000,000\*

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

12

\*\*

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

13

2.6%\*

TYPE OF REPORTING PERSON:

14

CO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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.

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13D

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 25,000,000

SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER:

OWNED BY

\*

EACH 9 SOLE DISPOSITIVE POWER:

9

REPORTING

PERSON 25,000,000

WITH SHARED DISPOSITIVE POWER:

10  
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11  
25,000,000 \*

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

12  
 \*\*

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

13  
13.2%\*

TYPE OF REPORTING PERSON:

14  
CO

\* See discussion in Items 4 through 6 of this Statement on Schedule 13D. As more fully described in the responses to Items 4 through 6 of this Statement on 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 below. Neither the filing of this Statement on Schedule 13D 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.

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13D

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 36,911,291

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

\*

SOLE DISPOSITIVE POWER:

EACH 9

REPORTING

PERSON 36,911,291

WITH SHARED DISPOSITIVE POWER:

10

\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

36,911,291 \*

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

12

\*\*

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

13

19.4%\*

TYPE OF REPORTING PERSON:

14

OO

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