

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report: June 28, 2006  
(Date of earliest event reported)

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

Delaware (State or other jurisdiction of incorporation)	000-06217 (Commission File Number)	94-1672743 (IRS Employer Identification No.)
2200 Mission College Blvd., Santa Clara, California (Address of principal executive offices)		95054-1549 (Zip Code)

(408) 765-8080  
(Registrant's telephone number, including area code)

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))

Item 7.01 Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is a press release describing a transaction between Intel Corporation and Clearwire Corporation. The information in this report shall be deemed incorporated by reference into any registration statement heretofore or hereafter filed under the Securities Act of 1933, as amended, except to the extent that such information is superseded by information as of a subsequent date that is included in or incorporated by reference into such registration statement. The information in this report shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEL CORPORATION  
(Registrant)

Date: July 5, 2006

By: /s/ Cary I. Klafter  
Cary I. Klafter  
Secretary

NEWS RELEASE

CLEARWIRE SECURES \$900M IN FINANCING ROUND LED BY INTEL  
CAPITAL AND ANNOUNCES THE SALE OF NEXTNET WIRELESS TO  
MOTOROLA

Transactions to Accelerate the Development and Deployment of  
WiMAX Networks

\$600M Investment from Intel Capital, the Largest in its  
History

Clearwire Selects Motorola to Supply Wireless Broadband  
Equipment

KIRKLAND, Wash., SANTA CLARA, Calif., and SCHAUMBURG, Ill.

(July 5, 2006) - Clearwire Corporation, a high-speed wireless broadband services provider founded by Craig McCaw, today announced a series of transactions with Intel Capital, the venture capital investment arm of Intel Corporation, Motorola and Motorola Ventures to accelerate the development and deployment of portable and mobile WiMAX networks based on the IEEE 802.16e-2005 standard. The transactions include Intel Capital's investment of \$600 million as part of a \$900 million private financing round and Motorola's acquisition of Clearwire's subsidiary NextNet Wireless, a leading provider of OFDM-based non-line-of-sight (NLOS) wireless broadband infrastructure equipment. Motorola Ventures is also participating in the financing round.

Following closing of the transactions, Motorola will supply wireless broadband equipment for Clearwire's existing and future networks globally. To hasten the proliferation of mobile WiMAX in PC clients, Intel will work to enable the inclusion of WiMAX chipsets in next generation mobile computing platforms. All three parties will contribute significant research and development resources to evolve NextNet Wireless' pre-WiMAX technologies.

"The size of this investment from Intel Capital underscores our commitment to supporting wireless broadband using WiMAX networks in the United States," said Intel Capital President Arvind Sodhani. "Our collaboration with Clearwire and Motorola builds on the foundation of previous WiMAX network deployment investments made by Intel Capital throughout the world to bring the benefits of mobile high-speed and content-rich Internet access to wireless broadband users."

"Wi-Fi has become an essential part of people's lives.

WiMAX is next. It is rapidly moving from a technology initiative to real deployments," said Sean Maloney Intel executive vice president and general manager, Mobility Group. "As Intel plans the integration of mobile WiMAX into our Centrino Mobile Technology notebook platforms, it is incredibly important to collaborate with the broadband wireless providers who will offer WiMAX services. This investment in Clearwire will lay the foundation for high-speed mobile broadband services across North America."

As part of the transaction, Motorola will acquire Clearwire's subsidiary NextNet Wireless, one of the industry's leading fixed and portable NLOS wireless broadband equipment suppliers, for an undisclosed amount. NextNet's wireless access products are currently deployed by carriers on five continents. Acquiring NextNet broadens Motorola's global portfolio of solutions to serve the rapidly growing need for wireless broadband equipment.

"We look forward to accelerating the benefits of WiMAX low-cost, high-speed wireless internet access to consumers around the world," said Greg Brown, president of Motorola's networks and enterprise business. "Our acquisition of NextNet furthers

Motorola's strategy to continue to expand and profitably grow our wireless broadband business and furthers our efforts in seamless wireless broadband mobility."

"Collaborating with Intel and Motorola significantly advances our vision for fixed, portable and mobile wireless broadband services," said Craig McCaw, founder, chairman, and co-CEO of Clearwire. "Wireless broadband networks will enable the creation and delivery of differentiated services and applications that enhance the way people communicate and experience the Internet."

"These agreements mark a significant milestone for Clearwire," said Ben Wolff, co-CEO of Clearwire. "We believe that there is strong demand for wireless broadband connectivity that is simple, fast, reliable and affordable. Working together with Intel and Motorola to deploy mobile WiMAX technology will provide us with the benefits of a standards-based platform, which will further enhance our efforts to address this demand."

Closing of the transactions is subject to regulatory approval and certain closing conditions.

#### About Intel Capital

Intel Capital, Intel's venture capital organization, makes equity investments in innovative technology start-ups and companies worldwide. Intel Capital invests in a broad range of companies offering hardware, software and services targeting enterprise, home, mobility, health, consumer Internet and semiconductor manufacturing. Since 1991, Intel Capital has invested more than US\$4 billion in more than 1,000 companies spanning more than 30 countries. During this time, about 160 portfolio companies have been acquired and another 150 have gone public on exchanges around the world. In 2005, Intel Capital invested about US\$265 million in about 140 deals with approximately 60 percent of funds invested outside the United States. For more information on Intel Capital and its differentiated advantages, visit [www.intelcapital.com](http://www.intelcapital.com).

#### About Motorola

Motorola is known around the world for innovation and leadership in wireless and broadband communications. Inspired by our vision of Seamless Mobility, the people of Motorola are committed to helping you get and stay connected simply and seamlessly to the people, information, and entertainment that you want and need. We do this by

designing and delivering "must have" products, "must do" experiences and powerful networks -- along with a full complement of support services. A Fortune 100 company with global presence and impact, Motorola had sales of US \$36.8 billion in 2005. For more information about our company, our people and our innovations, please visit [www.motorola.com](http://www.motorola.com)

#### About Clearwire

Clearwire, founded by Craig McCaw, is a provider of reliable, wireless high-speed Internet and Internet Phone Service. Clearwire has launched wireless high-speed Internet service in 27 metro markets, covering more than 200 cities and towns in Alaska, California, Florida, Hawaii, Idaho, Minnesota, Nevada, North Carolina, Oregon, Texas, Washington and Wisconsin, as well as Ireland, Belgium, Denmark (under the Clearwire name with our partner Danske Telecom) and Mexico (via our partner MVSNet). For more information, visit [www.clearwire.com](http://www.clearwire.com).

#### About NextNet(R) Wireless, Inc.

Next Net is one of the industry's most widely deployed providers of pre-Mobile WiMAX broadband wireless access systems. Founded in 1998, NextNet moved into a leadership position in broadband wireless in January 2000, after introducing the industry's first non-line-of-sight (NLOS) plug-and-play platform for delivery of high-speed wireless Internet services. Today, NextNet's user-friendly Expedience(R) platform is delivering fixed and portable NLOS services over licensed frequencies on five continents. For more information, visit [www.nextnetwireless.com](http://www.nextnetwireless.com).

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Intel Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995:

This release contains forward-looking statements based on projections and assumptions about Intel products and market segments and about the pending acquisition. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "may," "will," "should," and their variations identify forward-looking statements. Statements that refer to or are based on projections, uncertain events or assumptions also identify forward-looking statements. Forward-looking statements include statements regarding expectations for enabling inclusion of WiMAX chipsets in next generation mobile computing platforms and integration of mobile WiMAX into Centrino Mobile Technology platforms, and the expected closing of the transaction. These statements are not guarantees of results and are subject to risks and uncertainties that could cause actual results to

differ materially from those anticipated in the forward-looking statements. These risks and uncertainties include, but are not limited to, risks related to the fact that the closing of the transaction may be delayed or may not occur, including risks relating to satisfaction of the conditions to closing of the transaction, risks related to product

roadmap projections that are affected the timing and execution of the manufacturing ramp, product defects and errata, changes in the timing of qualifying products for sale and changes in customer demand. For a variety of reasons, Intel may decide that the product might not be sufficiently competitive in the relevant market segment or for technological or marketing reasons, may decide to offer a different product instead. For other factors that could cause Intel's results to vary from expectations, please see the risks detailed from time to time in Intel's filings with the Securities and Exchange Commission, including its quarterly report on Form 10-Q for the fiscal quarter ended April 1, 2006. Intel undertakes no obligation to revise or update publicly any forward-looking statements.

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