

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person INTEL CORP			2. Issuer Name and Ticker or Trading Symbol CLEARWIRE CORP [CLWR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 2200 MISSION COLLEGE BLVD., RNB4-151			3. Date of Earliest Transaction (Month/Day/Year) 11/28/2008					
(Street) SANTA CLARA, CA 95054			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	11/28/2008		C		9,905,732 (1)	A	(2)	36,666,666 (1)	I	Through wholly-owned subsidiaries (3)
CLASS A COMMON STOCK	11/28/2008		D		36,666,666 (1)	D	(1)	0	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
CLASS B COMMON STOCK	(4)	11/28/2008		C		9,905,732 (1)		08/08/1988	08/08/1988	Class B Common Stock	9,905,732 (1)	(1)	0	I	Through wholly-owned subsidiary (5)
WARRANTS (RIGHT TO ACQUIRE CLASS A COMMON STOCK)	(4)	11/28/2008		D		93,333		11/28/2008	02/16/2011	Class A Common Stock	93,333 (1)	(6)	0	I	Through wholly-owned subsidiary (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTEL CORP 2200 MISSION COLLEGE BLVD. RNB4-151 SANTA CLARA, CA 95054	X	X		

Signatures

Arvind Sodhani, Executive Vice President; President, Intel Capital

12/02/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Capitalized terms used in this footnote and not otherwise defined in this Form 4, shall have the meanings set for in the Schedule 13D filed by Intel on May 19, 2008 (the "Schedule 13D"). On November 28, 2008, the Merger was completed. Pursuant to the Agreements, and in connection with the Merger: (i) 9,905,732 shares of Clearwire Class B Common Stock beneficially owned by the Reporting Person were converted into 9,905,732 shares of Common Stock prior to completion of the Merger; and (ii) following such conversion, Clearwire merged with and into a wholly-owned subsidiary of Newco, as a result of which 36,759,999 shares of Common Stock beneficially owned by the Reporting Person (including warrants exercisable for 93,333 shares of Class A Common Stock held by Middlefield Ventures, Inc., a wholly-owned subsidiary of the Reporting Person) were cancelled and converted into the right to receive 36,759,999 shares of Newco Class A Common Stock (including warrants exercisable for 93,333

(1) shares of Newco Class A Capitalized terms used in this footnote and not otherwise defined in this Form 4, shall have the meanings set for in the Schedule 13D filed by Intel on May 19, 2008 (the "Schedule 13D"). On November 28, 2008, the Merger was completed. Pursuant to the Agreements, and in connection with the Merger: (i) 9,905,732 shares of Clearwire Class B Common Stock beneficially owned by the Reporting Person were converted into 9,905,732 shares of Common Stock prior to completion of the Merger; and (ii) following such conversion, Clearwire merged with and into a wholly-owned subsidiary of Newco, as a result of which 36,759,999 shares of Common Stock beneficially owned by the Reporting Person (including warrants exercisable for 93,333 shares of Class A Common Stock held by Middlefield Ventures, Inc., a wholly-owned subsidiary of the Reporting Person) were cancelled and converted into the right to receive 36,759,999 shares of Newco Class A Common Stock (including warrants exercisable for 93,333 shares of Newco Class A Common Stock).

(2) Shares acquired upon conversion of Class B Common Stock.

(3) These shares are owned directly by Intel Capital Corporation and Intel Capital (Cayman) Corporation, both of which are wholly-owned subsidiaries of Intel Corporation. Intel Corporation is an indirect beneficial owner of the reported securities.

(4) Security converts to common stock on a one-for-one basis.

(5) These shares are owned directly by Intel Capital Corporation, a wholly-owned subsidiary of Intel Corporation. Intel Corporation is an indirect beneficial owner of the reported securities.

(6) The starting exercise price of these warrants is \$5.00, subject to adjustment as set forth in the form of warrant.

(7) These warrants are owned directly by Middlefield Ventures, Inc., a wholly-owned subsidiary of Intel Corporation. Intel Corporation is an indirect beneficial owner of the reported securities.

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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