

CLEARWIRE CORP  
Form 3  
May 19, 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 * |         |          | 2. Date of Event Requiring Statement |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â TIME WARNER CABLE INC.                  |         |          | (Month/Day/Year)                     |  | CLEARWIRE CORP [CLWR]                              |   |
| (Last)                                    | (First) | (Middle) | 05/07/2008                           |  |  |   |
| ONE TIME WARNER CENTER,Â NORTH TOWER      |         |          |                                      | 4. Relationship of Reporting Person(s) to Issuer   |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                  |         |          |                                      | (Check all applicable)   |  |   |
| NEW YORK,Â NYÂ 10019                      |         |          |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below)    (specify below)<br>(See Remarks) |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)    |                                      |  |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                 | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Class A Common Stock, par value \$0.0001 per share | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u>                       | I   | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>           |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable                                   | Expiration Date | Title                | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) | (Instr. 4) | (Instr. 5)                |
|--|-----------------|----------------------|----------------------------|------------------------------|---|------------|---------------------------|
|  |                 |                      |                            |                              |   |            |                           |
| Class B Common Stock, par value \$0.0001 per share | Â (4)           | Class A Common Stock | 0 (1) (2) (3)              | \$ (4)                       | I   |            | See footnotes (1) (2) (3) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |               |
|---|---------------|-----------|---------|---------------|
|   | Director      | 10% Owner | Officer | Other         |
| TIME WARNER CABLE INC.<br>ONE TIME WARNER CENTER<br>NORTH TOWER<br>NEW YORK, NY 10019 | Â             | Â         | Â       | (See Remarks) |

## Signatures

/s/ David A. Christman, Senior Vice President of Time Warner Cable Inc.

05/19/2008

\*\*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) Time Warner Cable Inc. ("TWC") is filing this Form 3 solely because TWC may be deemed to have beneficial ownership pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of 43,992,939 shares of Class A Common Stock of Clearwire Corporation ("Clearwire") and 28,596,685 shares of Class B Common Stock of Clearwire (collectively, the "Shares") that are subject to either (i) the voting agreement dated May 7, 2008 among Clearwire, Comcast Corporation ("Comcast"), TWC, Bright House Networks, LLC ("BHN"), Sprint Nextel Corporation ("Sprint"), Google Inc. ("Google"), Intel Corporation ("Intel Parent") and Eagle River Holdings, LLC

(2) or (ii) the voting agreement dated May 7, 2008 among Clearwire, Comcast, TWC, BHN, Sprint, Google, Intel Parent, Intel Capital Corporation and Intel Capital (Cayman) Corporation (collectively, the "Voting Agreements"), in each case, entered into in connection with the Transaction Agreement and Plan of Merger dated as of May 7, 2008 (the "Transaction Agreement") among Clearwire, Comcast, TWC, BHN, Sprint, Google and Intel Parent. For additional information regarding the Voting Agreements and the Transaction Agreement, see the Statement on Schedule 13D filed by Comcast, TWC, BHN, Newhouse Broadcasting Corporation, Sprint and Google on the date hereof.

(3) Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by TWC that it is the beneficial owner of the Shares for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. TWC does not have any "pecuniary interest" in the Shares.

(4) Each share of Class B Common Stock is convertible at any time, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock and has no expiration date.

Â

### Remarks:

Member of Section 13(d) group owning more than 10%

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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