

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1285551

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response



04021500

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Class A Common Stock and Warrant Offering

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Clearwire Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
10210 N.E. Points Drive, Suite 210, Kirkland, WA 98033 425-216-7600

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
Same

Brief Description of Business - Telecommunications service provider

Type of Business Organization
corporation limited partnership, already formed other (please specify)
business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year October 2003
Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) DE

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed.
Information Required: A new filing must contain all information requested.
Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Flux Fixed Wireless, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

2300 Carillon Point, Kirkland, WA 98033-7353

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Clearwire Holdings Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

19111 North Dallas Parkway, Suite 120, Dallas, TX 75287

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Hispanic Information and Telecommunications Network Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

449 Broadway, New York, NY 10013

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

McCaw, Craig O.

Business or Residence Address (Number and Street, City, State, Zip Code)

10210 N.E. Points Drive, Suite 210, Kirkland, WA 98033

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Salemme, R. Gerard

Business or Residence Address (Number and Street, City, State, Zip Code)

10210 N.E. Points Drive, Suite 210, Kirkland, WA 98033

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Kauser, Nicholas

Business or Residence Address (Number and Street, City, State, Zip Code)

10210 N.E. Points Drive, Suite 210, Kirkland, WA 98033

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Mansour, James M.

Business or Residence Address (Number and Street, City, State, Zip Code)

10210 N.E. Points Drive, Suite 210, Kirkland, WA 98033

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Rodriguez, Jose Luis

Business or Residence Address (Number and Street, City, State, Zip Code)

449 Broadway, New York, NY 10013

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Peterson, Clark

Business or Residence Address (Number and Street, City, State, Zip Code)

10210 N.E. Points Drive, Suite 210, Kirkland, WA 98033

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Mechaley, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

10210 N.E. Points Drive, Suite 210, Kirkland, WA 98033

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ N/A

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

None

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offering for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	0	0
Equity	See FN ¹	See FN ²
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	See FN ¹	See FN ²
Partnership Interests.....	0	0
Other (Specify [insert here]).....	0	0
Total.....	See FN ¹	See FN ²

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	55 ³	See FN ²
Non-accredited Investors	0	0
Total (for filings under Rule 504 only).....	0	0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	----	\$----
Regulation A.....	----	\$----
Rule 504.....	----	\$----
Total.....	----	\$----

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$0
Legal Fees.....	<input checked="" type="checkbox"/>	\$226,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$0
Engineering Fees	<input checked="" type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$0
Other Expenses (Identify)	<input checked="" type="checkbox"/>	\$0
Total.....	<input checked="" type="checkbox"/>	\$226,000

¹ A total of 16,939,860 securities (13,869,540 shares and 3,070,320 warrants) were offered in connection with a merger transaction. Accordingly, the aggregate offering price cannot reasonably be determined.

² A total of 16,939,717 securities (13,869,378 shares and 3,070,339 warrants) were issued in connection with a merger transaction. Accordingly, the dollar amount of the securities already sold cannot reasonably be determined.

³ Three investors are non-US persons who acquired the securities under Regulation S

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer”

See FN⁴

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees	<input checked="" type="checkbox"/> N/A	<input checked="" type="checkbox"/> N/A
Purchase of real estate	<input checked="" type="checkbox"/> N/A	<input checked="" type="checkbox"/> N/A
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/> N/A	<input checked="" type="checkbox"/> N/A
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/> N/A	<input checked="" type="checkbox"/> N/A
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input checked="" type="checkbox"/> N/A	<input checked="" type="checkbox"/> N/A
Repayment of indebtedness.....	<input checked="" type="checkbox"/> N/A	<input checked="" type="checkbox"/> N/A
Working capital	<input checked="" type="checkbox"/> N/A	<input checked="" type="checkbox"/> N/A
Other (specify)	<input checked="" type="checkbox"/> N/A	<input checked="" type="checkbox"/> N/A
Column Totals.....	<input checked="" type="checkbox"/> N/A	<input checked="" type="checkbox"/> N/A
Total Payments Listed (column totals added).....	N/A	<input checked="" type="checkbox"/> N/A

D. FEDERAL SIGNATURE

The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Clearwire Corporation	Signature <i>R. Gerard Salemm</i>	Date 3/25/04
Name of Signer (Print or Type) R. Gerard Salemm	Title of Signer (Print or Type) PRESIDENT	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

⁴ A total of 16,939,717 securities (13,869,378 shares and 3,070,339 warrants) were issued in connection with a merger transaction. Accordingly, there are no adjusted gross proceeds to the issuer.

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to the state administrator of any state in which the notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Clearwire Corporation	Signature <i>R. Gerard Sacemre</i>	Date 5/25/04
Name (Print or Type) <i>R. GERARD SACEMRE</i>	Title (Print or Type) PRESIDENT	

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) ⁵	4 Type of investor and amount purchased in State (Part C-Item 2) ⁶				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL					\$		\$		
AK									
AZ									
AR									
CA		X	<ul style="list-style-type: none"> • 13,869,540 shares of Class A Common Stock • 3,070,320 warrants 	21	<ul style="list-style-type: none"> • 6,012,811 shares of Class A Common Stock • 1,160,100 warrants 	0	0		X
CO									
CT									
DE									
DC									
FL		X	<ul style="list-style-type: none"> • 13,869,540 shares of Class A Common Stock • 3,070,320 warrants 	1	<ul style="list-style-type: none"> • 29,076 warrants 	0	0		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									

⁵ Amounts referred to in this column are the amount of shares or warrants offered in the relevant state in connection with a merger transaction

⁶ Amounts referred to in this column are the amount of shares or warrants issued in the relevant state connection with a merger transaction

MD									
MA									
MI									
MN		X	<ul style="list-style-type: none"> • 13,869,540 shares of Class A Common Stock • 3,070,320 warrants 	24	<ul style="list-style-type: none"> • 604,908 shares of Class A Common Stock • 1,322,921 warrants 	0	0		X
MS									
MO									
MT									
NE									
NV									
NH		X	<ul style="list-style-type: none"> • 13,869,540 shares of Class A Common Stock • 3,070,320 warrants 	1	<ul style="list-style-type: none"> • 233,000 shares of Class A Common Stock 	0	0		X
NJ									
NM									
NY		X	<ul style="list-style-type: none"> • 13,869,540 shares of Class A Common Stock • 3,070,320 warrants 	2	<ul style="list-style-type: none"> • 46,600 shares of Class A Common Stock • 29,075 warrants 	0	0		X
NC									
ND									
OH									
OK									
OR									
PA		X	<ul style="list-style-type: none"> • 13,869,540 shares of Class A Common Stock • 3,070,320 warrants 	1	<ul style="list-style-type: none"> • 4,660 shares of Class A Common Stock 	0	0		X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA		X	<ul style="list-style-type: none"> • 13,869,540 shares of Class A Common Stock • 3,070,320 warrants 	1	<ul style="list-style-type: none"> • 6,967,399 shares of Class A Common Stock 	0	0		X
WV									
WI		X	<ul style="list-style-type: none"> • 13,869,540 shares of Class A Common Stock • 3,070,320 warrants 	1	<ul style="list-style-type: none"> • 5,816 warrants 	0	0		X
WY									
PR									