

NextWave Wireless Inc.
Form 4
January 28, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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 *
Avenue Capital Management II, L.P.

(Last) (First) (Middle)

C/O AVENUE CAPITAL
MANAGEMENT II, L.P., 399
PARK AVENUE, 6TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NextWave Wireless Inc. [WAVE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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		
Common Stock	01/24/2013		U		250,507	D	<u>(1)</u> <u>(2)</u>	0	D <u>(3)</u>
Common Stock	01/24/2013		U		19,490	D	<u>(1)</u> <u>(2)</u>	0	D <u>(4)</u>
Common Stock	01/24/2013		U		3,806,798	D	<u>(1)</u> <u>(2)</u>	0	D <u>(5)</u>

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

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SEC 1474
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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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avenue Capital Management II, L.P. C/O AVENUE CAPITAL MANAGEMENT II, L.P. 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022		X		
Avenue International Master, L.P. C/O AVENUE CAPITAL MANAGEMENT II, L.P. 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022		X		
Avenue Investments, L.P. C/O AVENUE CAPITAL MANAGEMENT II, L.P. 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022		X		
Avenue Special Situations Fund IV LP C/O AVENUE CAPITAL MANAGEMENT II, L.P. 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022		X		
Avenue CDP Global Opportunities Fund LP C/O AVENUE CAPITAL MANAGEMENT II, L.P. 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022		X		
Avenue AIV US, L.P. C/O AVENUE CAPITAL MANAGEMENT II, L.P.		X		

399 PARK AVENUE, 6TH FLOOR
NEW YORK, NY 10022

Avenue Special Situations Fund V LP
C/O AVENUE CAPITAL MANAGEMENT II, L.P.
399 PARK AVENUE, 6TH FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Eric Ross as attorney-in-fact for Marc Lasry, Managing Member of Avenue Capital Management II GenPar, LLC, the General Partner of Avenue Capital Management II, L.P.	01/28/2013
__Signature of Reporting Person	Date
/s/ Eric Ross as attorney-in-fact for Marc Lasry, Managing Member of Avenue International Master Fund GenPar, Ltd., the General Partner of Avenue International Master, L.P.	01/28/2013
__Signature of Reporting Person	Date
/s/ Eric Ross as attorney-in-fact for Marc Lasry, Managing Member of Avenue Partners, LLC, the General Partner of Avenue Investments, L.P.	01/28/2013
__Signature of Reporting Person	Date
/s/ Eric Ross as attorney-in-fact for Marc Lasry, Managing Member of GL Partners IV, LLC, the Managing Member of Avenue Capital Partners IV, LLC, the General Partner of Avenue Special Situations Fund IV, L.P.	01/28/2013
__Signature of Reporting Person	Date
/s/ Eric Ross as attorney-in-fact for Marc Lasry, Managing Member of Avenue Global Opportunities Fund GenPar, LLC, the General Partner of Avenue CDP Global Opportunities Fund, L.P.	01/28/2013
__Signature of Reporting Person	Date
/s/ Eric Ross as attorney-in-fact for Marc Lasry, Managing Member of Avenue AIV US GenPar, LLC, the General Partner of Avenue AIV US, L.P.	01/28/2013
__Signature of Reporting Person	Date
/s/ Eric Ross as attorney-in-fact for Marc Lasry, Managing Member of GL Partners V, LLC, the Managing Member of Avenue Capital Partners V, LLC, the General Partner of Avenue Special Situations Fund V, L.P.	01/28/2013
__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).
- (1) On January 24, 2013, AT&T Inc. ("AT&T") completed its acquisition of NextWave Wireless Inc. (the "Issuer") by means of a merger (the "Merger") of Rodeo Acquisition Sub Inc. ("Merger Sub") with and into the Issuer in accordance with an Agreement and Plan of Merger, dated August 1, 2012 (the "Merger Agreement") among the Issuer, AT&T and Merger Sub. Upon consummation of the Merger, each share of common stock of the Issuer beneficially owned by the Reporting Persons was converted into the right to receive (i) \$1.00 per share in cash and (ii) a non-transferable contingent payment right representing a pro rata interest in an amount of up to \$25 million held in escrow, which may be reduced in respect of indemnification obligations and other amounts payable to AT&T.
- (2) In addition, upon consummation of the Merger, options for an aggregate of 101,353 shares of common stock of the Issuer granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II, L.P. and a former director of the Issuer were cancelled for no consideration. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, L.P., any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds (as defined under "Remarks"), and allocated accordingly among the Funds.

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- (3) The securities were owned directly by Avenue Special Situations Fund IV, L.P.
- (4) The securities were owned directly by Avenue Investments, L.P.
- (5) The securities were owned directly by Avenue AIV US, L.P.

Remarks:

This report is jointly filed by Avenue Capital Management II, L.P. ("Adviser") and the Adviser is the adviser to Avenue AIV U

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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