

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
SEC Accession No. [0001104659-13-005209](#)

(HTML Version on [secdatabase.com](#))

ISSUER

NextWave Wireless Inc.

CIK: [1374993](#) | IRS No.: **205361360** | State of Incorporation: **DE** | Fiscal Year End: **0101**
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address
12264 EL CAMINO REAL
SUITE 305
SAN DIEGO CA 92130

Business Address
12264 EL CAMINO REAL
SUITE 305
SAN DIEGO CA 92130
(858) 731-5300

REPORTING OWNER

Avenue Investments, L.P.

CIK: [1003215](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-33226](#) | Film No.: **13552667**

Mailing Address
399 PARK AVENUE
6TH FLOOR
NEW YORK NY 10022

Business Address
399 PARK AVENUE
6TH FLOOR
NEW YORK NY 10022
212-878-3520

Avenue Capital Management II, L.P.

CIK: [1317338](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-33226](#) | Film No.: **13552669**

Mailing Address
399 PARK AVENUE
6TH FL
NEW YORK NY 10022

Business Address
399 PARK AVENUE
6TH FL
NEW YORK NY 10022
212-850-7519

Avenue Special Situations Fund IV LP

CIK: [1338744](#)
Type: **4** | Act: **34** | File No.: [001-33226](#) | Film No.: **13552666**

Mailing Address
C/O AVENUE CAPITAL
MANAGEMENT II, L.P.
535 MADISON AVENUE,
15TH FLOOR
NEW YORK NY 10022

Business Address
C/O AVENUE CAPITAL
MANAGEMENT II, L.P.
535 MADISON AVENUE,
15TH FLOOR
NEW YORK NY 10022
(212)850-7511

Avenue CDP Global Opportunities Fund LP

CIK: [1382345](#)
Type: **4** | Act: **34** | File No.: [001-33226](#) | Film No.: **13552665**

Mailing Address
399 PARK AVENUE
16TH FLOOR
NEW YORK NY 10022

Business Address
399 PARK AVENUE
16TH FLOOR
NEW YORK NY 10022
212.878.3520

Mailing Address

Business Address

Avenue Special Situations Fund V LP

CIK:**1401178** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13552663**

535 MADISON AVENUE
NEW YORK NY 10022

535 MADISON AVENUE
NEW YORK NY 10022
212-878-3500

Avenue AIV US, L.P.

CIK:**1450165** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13552664**

Mailing Address
535 MADISON AVENUE,
15TH FLOOR
NEW YORK NY 10022

Business Address
535 MADISON AVENUE,
15TH FLOOR
NEW YORK NY 10022
(212) 878-3520

Avenue International Master, L.P.

CIK:**1450166** | State of Incorp.:**E9** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13552668**

Mailing Address
535 MADISON AVENUE,
15TH FLOOR
NEW YORK NY 10022

Business Address
535 MADISON AVENUE,
15TH FLOOR
NEW YORK NY 10022
(212) 878-3520

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Avenue Capital Management II, L.P.			2. Issuer Name and Ticker or Trading Symbol NextWave Wireless Inc. [WAVE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					
C/O AVENUE CAPITAL MANAGEMENT II, L.P., 399 PARK AVENUE, 6TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NEW YORK, NY 10022								
(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			
Common Stock	01/24/2013		<u>U</u>		250,507	D	(1) (2)	0	D (3)	
Common Stock	01/24/2013		<u>U</u>		19,490	D	(1) (2)	0	D (4)	
Common Stock	01/24/2013		<u>U</u>		3,806,798	D	(1) (2)	0	D (5)	

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 Securities Underlying Derivative Security (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					

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

Explanation of Responses:

- 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.
- 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.
- The securities were owned directly by Avenue Special Situations Fund IV, L.P.
- The securities were owned directly by Avenue Investments, L.P.
- 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 US, L.P., Avenue International Master, L.P., Avenue Investments, L.P., Avenue Special Situations Fund IV, L.P., Avenue CDP Global Opportunities Fund, L.P., and Avenue Special Situations V, L.P. (collectively, the "Funds"). The Funds had made an investment in NextWave Wireless, Inc. EXHIBIT LIST: Exhibit 24 - Power of Attorney (incorporated by reference to Exhibit 24.2 to the Form 3/A filed by the Adviser and other joint filers on July 27, 2010.)

Signatures

<u>/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.</u>	<u>01/28/2013</u>
<u>/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.</u>	<u>01/28/2013</u>
<u>/s/ Eric Ross as attorney-in-fact for Marc Lasry, Managing Member of Avenue Partners, LLC, the General Partner of Avenue Investments, L.P.</u>	<u>01/28/2013</u>
<u>/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.</u>	<u>01/28/2013</u>
<u>/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.</u>	<u>01/28/2013</u>
<u>/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.</u>	<u>01/28/2013</u>
<u>/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.</u>	<u>01/28/2013</u>
** Signature of Reporting Person	Date

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

* 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).

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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