

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. [0001104659-13-005270](#)

(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

Patrick G. G. Dear

CIK: **1399996** | State of Incorporation: **X0** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13553267**

Mailing Address
C/O POLYGON INVESTMENT
PARTNERS LLP
10 DUKE OF YORK SQUARE
LONDON X0 SW3 4LY

Business Address
C/O POLYGON INVESTMENT
PARTNERS LLP
10 DUKE OF YORK SQUARE
LONDON X0 SW3 4LY
011-44-20-7901-8330

Reade E. Griffith

CIK: **1399998**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13553273**

Mailing Address
10 DUKE OF YORK SQUARE
LONDON X0 SW3 4LY

Business Address
10 DUKE OF YORK SQUARE
LONDON X0 SW3 4LY
011-44-20-7901-8330

Polygon Recovery Fund GP

CIK: **1511275** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13553272**

Mailing Address
399 PARK AVENUE
22ND FLOOR
NEW YORK NY 10022

Business Address
PO BOX 309
UGLAND HOUSE
GRAND CAYMAN E9
KY1-1104
212-359-7356

Polygon Recovery Fund L.P.

CIK: **1511276** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13553275**

Mailing Address
399 PARK AVENUE
22ND FLOOR
NEW YORK NY 10022

Business Address
PO BOX 309
UGLAND HOUSE
GRAND CAYMAN E9
KY1-1104
212-359-7356

Mailing Address

Business Address

Polygon Management L.P.

CIK:**1511278** | State of Incorp.:**E9** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13553270**

399 PARK AVENUE
22ND FLOOR
NEW YORK NY 10022

89 NEXUS WAY
CAMANA BAY, GRAND
CAYMAN E9 KY1-9007
212-359-7356

Polygon Global Partners LP

CIK:**1511305** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13553268**

Mailing Address
399 PARK AVENUE
22ND FLOOR
NEW YORK NY 10022

Business Address
399 PARK AVENUE
22ND FLOOR
NEW YORK NY 10022
212-359-7356

Polygon Equities Partners LLP

CIK:**1511306** | State of Incorp.:**X0** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13553269**

Mailing Address
399 PARK AVENUE
22ND FLOOR
NEW YORK NY 10022

Business Address
4 SLOANE TERRACE
LONDON X0 SW1X9DQ
212-359-7356

Polygon Management Ltd.

CIK:**1515070** | State of Incorp.:**E9** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13553274**

Mailing Address
399 PARK AVENUE
22ND FLOOR
NEW YORK NY 10022

Business Address
399 PARK AVENUE
22ND FLOOR
NEW YORK NY 10022
212-359-7356

Polygon Recovery Manager LP

CIK:**1556005**
Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13553271**

Mailing Address
PO BOX 309, UGLAND
HOUSE
GRAND CAYMAN E9
KY1-1104

Business Address
PO BOX 309, UGLAND
HOUSE
GRAND CAYMAN E9
KY1-1104
212-359-7300

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 Polygon Recovery Fund 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 POLYGON GLOBAL PARTNERS LLP, 4 SLOANE TERRACE			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) LONDON, X0 SW 1X9DQ								
(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>		2,500,000	D	(1)	0	I	See Footnote (2)

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
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	Director	10% Owner	Officer	Other
Polygon Recovery Fund L.P. C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Management Ltd. C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Recovery Fund GP C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Recovery Manager LP C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Management L.P. C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Equities Partners LLP C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Polygon Global Partners LP C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Reade E. Griffith C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		X		
Patrick G. G. Dear C/O POLYGON GLOBAL PARTNERS LLP 4 SLOANE TERRACE LONDON, X0 SW 1X9DQ		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 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.
- This Form 4 is filed on behalf of Polygon Management Ltd., Polygon Recovery Fund GP, Polygon Recovery Fund L.P., Polygon Recovery Manager LP, TFG Asset Management L.P. (f/k/a Polygon Management L.P.), Polygon Global Partners LLP (f/k/a Polygon Equities Partners LLP), Polygon Global Partners LP, Reade E. Griffith and Patrick G.G. Dear. The shares of common stock of the Issuer were held directly by Polygon Recovery Fund L.P.

Signatures

[POLYGON RECOVERY FUND L.P. By: Polygon Recovery Fund GP, its general partner; By: /s/ Reade E. Griffith, Director](#) [01/28/2013](#)

[POLYGON MANAGEMENT LTD. By: /s/ Reade E. Griffith, Authorised Person](#) [01/28/2013](#)

[POLYGON RECOVERY FUND GP By: /s/ Reade E. Griffith, Director](#) [01/28/2013](#)

[POLYGON RECOVERY MANAGER LP By: Polygon Management Ltd., its general partner By: /s/ Reade E. Griffith, Authorised Person](#) [01/28/2013](#)

<u>TFG ASSET MANAGEMENT L.P. (F/K/A POLYGON MANAGEMENT L.P.) By: Polygon Management Ltd., its general partner By: /s/ Reade E. Griffith, Authorised Person</u>	<u>01/28/2013</u>
<u>POLYGON GLOBAL PARTNERS LLP (F/K/A POLYGON EQUITIES PARTNERS LLP) By: /s/ Reade E. Griffith, Principal</u>	<u>01/28/2013</u>
<u>POLYGON GLOBAL PARTNERS LP By: Tetragon Capital Management LLC, its general partner By: /s/ Reade E. Griffith, Authorised Person</u>	<u>01/28/2013</u>
<u>/s/ Reade E. Griffith</u>	<u>01/28/2013</u>
<u>/s/ Patrick G. G. Dear</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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.