

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**
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REPORTING OWNER

Cassou Frank A

CIK: **1367608**

Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13551121**

Mailing Address
*C/O NEXTWAVE WIRELESS
LLC
12670 HIGH BLUFF DRIVE
SAN DIEGO CA 92130*

ISSUER

NextWave Wireless Inc.

CIK: **1374993** | IRS No.: **205361360** | State of Incorpor.: **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*

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

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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 Cassou Frank A			2. Issuer Name and Ticker or Trading Symbol NextWave Wireless Inc. [WAVE.PK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP & Chief Legal Counsel		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
C/O NEXTWAVE WIRELESS, INC., 12264 EL CAMINO REAL, SUITE 305			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SAN DIEGO, CA 92130								
(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		D		348,506	D	(1)	0	D	
Common Stock	01/24/2013		D		750,000	D	(2)	0	D	

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)					

Explanation of Responses:

1. NextWave Wireless Inc. (the "Issuer") was acquired (the "Merger") pursuant to that certain Agreement and Plan of Merger, dated as of August 1, 2012 (the "Merger Agreement"), by and among the Issuer, AT&T Inc. ("Parent"), and Rodeo Acquisition Sub Inc., a wholly owned subsidiary of Parent ("Merger Sub"). All shares of the Issuer's common stock, par value \$0.007 per share ("Common Stock"), held by the Reporting Person at the effective time of the Merger (the "Effective Time") were exchanged for merger consideration consisting of (i) \$1.00 in cash per share of Common Stock, and (ii) one contingent payment right, representing a pro rata interest in an amount up to \$25 million in an escrow account, which will be subject to reduction (including, to \$0) in the event that indemnification claims or other amounts become payable to Parent, as described in the Merger Agreement.
2. Represents shares of Common Stock received as a restricted stock award by the Reporting Person that were exchanged for merger consideration in the Merger. All stock options held by the Reporting Person were cancelled as of the Effective Time for no value.

Signatures

/s/ Frank Cassou

** Signature of Reporting Person

01/24/2013

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.