

CLEARWIRE CORP  
Form SC 13G/A  
February 03, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1) \***  
**Clearwire Corporation**

(Name of Issuer)

Class A Common Stock, par value \$.0001 per share

(Title of Class of Securities)

185385309

(CUSIP Number)

December 31, 2008

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSONS

1

Motorola, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF

Not Applicable

SHARES  
BENEFICIALLY OWNED BY

6

SHARED VOTING POWER

Not Applicable

EACH  
REPORTING PERSON

7

SOLE DISPOSITIVE POWER

Not Applicable

WITH

8

SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

Not Applicable

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

Not Applicable. Less than 5%. Shares cancelled pursuant to a Transaction Agreement and Plan of Merger consumated on November 28, 2008 by Clearwire Corporation (f/k/a New Clearwire Corporation).

TYPE OF REPORTING PERSON

12

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**Item 1.**

(a) Name of issuer: Clearwire Corporation ( Clearwire )

(b) Address of issuer s principal executive offices: 4400 Carillon Point  
Kirkland, WA 98033

**Item 2.**

(a) Name of person filing: Motorola, Inc. ( Motorola )

(b) Address of principal business office, or, if none, residence: 1303 East Algonquin Road  
Schaumburg, IL 60196

(c) Citizenship: Delaware Corporation

(d) Title of class of securities: Class A Common Stock, par value \$.0001 per share

(e) CUSIP number: 185385309

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

**Item 4. Ownership**

Not Applicable.

**Item 5. Ownership of five percent or less of a class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of more than five percent on behalf of another person:**

Not Applicable. Shares cancelled pursuant to a Transaction Agreement and Plan of Merger consummated on November 28, 2008 by Clearwire Corporation (f/k/a New Clearwire Corporation).

**Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company:**

Not Applicable.

**Item 8. Identification and classification of members of the group:**

Not Applicable.

**Item 9. Notices of dissolution of group:**

Not Applicable.

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**Item 10. Certification:**

Not Applicable.

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**SIGNATURE**

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 3,  
2009

MOTOROLA, INC.

By: /s/ Carol H. Forsyte  
Name:  
Title: Carol H. Forsyte  
Corporate Vice President, Law,  
Securities, Law Department