

Cassou Frank A
Form 4
January 28, 2013

FORM 4

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

OMB APPROVAL

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

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 *
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)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Legal Counsel

C/O NEXTWAVE WIRELESS, INC., 12264 EL CAMINO REAL, SUITE 305

(Street)

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount (A) or (D) Price | | |
| Common Stock | 01/24/2013 | | D | | 348,506 D <u>(1)</u> 0 | D | |
| Common Stock | 01/24/2013 | | D | | 750,000 D <u>(2)</u> 0 | D | |

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

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SEC 1474 (9-02)

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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 Owned Beneficially (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 |
| Cassou Frank A C/O NEXTWAVE WIRELESS, INC. 12264 EL CAMINO REAL, SUITE 305 SAN DIEGO, CA 92130 | | | EVP & Chief Legal Counsel | |

Signatures

/s/ Frank Cassou 01/24/2013

**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).
- 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
- (1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.