

VOGEL CARL E  
Form 4  
January 28, 2013

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VOGEL CARL E

(Last) (First) (Middle)

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

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NextWave Wireless Inc.  
[WAVE.PK]

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: VOGEL CARL E - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V (A) (D)                          |                                                                                                           | Date Exercisable Expiration Date                               | Title Amount of<br>Number of<br>Shares                              |
| Common<br>Stock<br>Options<br>(right to<br>buy)     | \$ 0.17                                                               | 01/24/2013                              |                                                             | D                                       | 200,000                                                                                                   | <u>(1)</u> 02/16/2022                                          | Common<br>Stock 200,000                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships                    |
|------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                      | Director 10% Owner Officer Other |
| VOGEL CARL E<br>C/O NEXTWAVE WIRELESS INC.<br>12264 EL CAMINO REAL, SUITE 305<br>SAN DIEGO, CA 92130 | X                                |

## Signatures

/s/ Carl E. Vogel 01/24/2013

Signature of Date  
Reporting Person

## 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"). These options were cancelled in the Merger in exchange for a cash payment of \$166,000 in the aggregate, representing the product of (x) the excess if any, of (A) \$1.00 over (B) the per share exercise price of such option (\$0.17 per share) and (y) the number of shares of Common Stock for which such option has not been previously exercised.

(2) All other 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.

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