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NextWave Wireless Inc.
Form POS AM
November 26, 2008

As filed with the Securities and Exchange Commission on November 26, 2008

Registration No. 333-144974

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NextWave Wireless Inc.
(Exact name of registrant as specified in its charter)

Delaware	3663	20-5361360
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

12670 High Bluff Drive
San Diego, California 92130
(858) 480-3100
(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

Frank A. Cassou
Executive Vice President - Corporate Development and Chief Legal Counsel
NextWave Wireless Inc.
12670 High Bluff Drive
San Diego, California 92130
(858) 480-3100
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:
Marita Makinen, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: FROM TIME TO TIME AFTER THIS REGISTRATION STATEMENT BECOMES EFFECTIVE.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ☐

DEREGISTRATION OF SECURITIES

On July 30, 2007, NextWave Wireless, Inc. (the "Registrant"), filed a registration statement on Form S-3, as amended, Registration Number 333-144974 (the "Registration Statement"), with the Securities and Exchange Commission to register the resale by the selling securityholders named in the Registration Statement of 178,111 shares of Series A Convertible Preferred Stock (the "Preferred Stock") and 17,063,306 shares of common stock, par value \$0.001, issuable upon the Conversion of the Series A Preferred Stock (the "Common Stock" and together with the Preferred Stock, the "Securities").

The Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all of the Securities. The Registrant is seeking to deregister the Securities because its obligation to keep the Registration Statement effective pursuant to the terms of its registration rights agreements with the selling securityholders has expired. The Registrant hereby terminates the effectiveness of the Registration Statement and deregisters all of the Securities registered under the Registration Statement that were not resold thereunder as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this registration statement to be signed on

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its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 26, 2008.

NextWave Wireless Inc.

By: /s/ Frank A. Cassou

Frank A. Cassou
Executive Vice President -
Corporate Development and Chief
Legal Counsel, Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on November 26, 2008.

Name	Title
----- *	Chairman of the Board of Directors, Chief Executive Officer and President (Principal Executive Officer)
----- Allen Salmasi	
----- *	Executive Vice President - Chief Financial Officer (Principal Financial Officer)
----- George C. Alex	
----- *	Executive Vice President - Chief Accounting Officer (Principal Accounting Officer)
----- Francis J. Harding	
----- *	Director
----- James C. Brailean	
----- *	Director
----- William Jones	
----- *	Director
----- Douglas F. Manchester	
----- Jack Rosen	Director
----- *	Director
----- Robert T. Symington	

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*

Director

William H. Webster

/s/ Frank A. Cassou

Frank A. Cassou
As Attorney-in-Fact