NextWave Wireless Inc. Form DEFA14A August 02, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 2, 2012

# **NEXTWAVE WIRELESS INC.**

(Exact name of registrant as specified in its charter)

**Delaware** (State or other jurisdiction

001-33226 (Commission 20-5361360 (IRS Employer

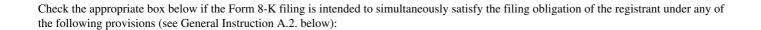
of incorporation) File Number) Identification No.)

12264 El Camino Real, Suite 305,

San Diego, California 92130 (Address of principal executive offices) (Zip Code) Registrant s telephone number, including area code: (619) 573-1570

#### Not Applicable

(Former name or former address, if changed since last report.)



- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- x Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 8.01. Other Events.

On August 2, 2012, NextWave Wireless Inc. ( NextWave ) announced that it has entered into a definitive agreement to be acquired by AT&T Inc., a Delaware corporation. In addition, the holders of NextWave s secured notes have entered into separate note purchase agreements with AT&T.

The press release announcing the transaction is attached hereto as Exhibit 99.1.

# Item 9.01 Financial Statements and Exhibits. (d) Exhibits

Exhibit No. Description

99.1 Press release, dated August 2, 2012.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### NEXTWAVE WIRELESS INC.

Dated: August 2, 2012

By: /s/ Francis J. Harding

Name: Francis J. Harding

Title: Executive Vice President and Chief Financial Officer

#### EXHIBIT INDEX

Exhibit No. Description

99.1 Press release, dated August 2, 2012.