

NextWave Wireless Inc.  
Form SC 13D/A  
August 09, 2012

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

**SCHEDULE 13D/A  
(Rule 13d-101)**

**Under the Securities Exchange Act of 1934**

**(Amendment No.4)\***

**NEXTWAVE WIRELESS INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.07 per share**

**(Title of Class of Securities)**

**65337Y409**

**(CUSIP Number)**

**Eric Ross  
Senior Managing Director and Chief Compliance Officer**

**Avenue Capital Group**

**399 Park Avenue, 6<sup>th</sup> Floor**

**New York, NY 10022**

**(212) 850-3520**

**(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)**

**August 1, 2012**

**(Date of Event which Requires Filing of this Amendment)**

**If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ]**

***Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.**

\*

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 on 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)

CUSIP No: 65337Y102

**SCHEDULE 13D**

1

**NAMES OF REPORTING PERSONS**

Avenue Capital Management II, L.P. ( Avenue Capital Management II )

2

Check the appropriate box if a member of a group

(a)

(b)

3

**SEC USE ONLY**

4

**SOURCE OF FUNDS**

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

**CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING**

**PERSON WITH**

7

SOLE VOTING POWER

6,899,083<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

6,899,083

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,899,083

12

Check box if the aggregate amount in row (11) excludes certain shares [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%<sup>2</sup>

14

TYPE OF REPORTING PERSON

PN

1

Includes 101,353 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II, L.P. ( Avenue Capital Management II ) and former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds (as defined below). Avenue Capital Management II exercises voting and investment power over the securities beneficially owned by

Avenue Capital Management II and by the Funds (as defined below). This number also includes 155,283 shares of common stock held by Avenue Special Situations Fund IV, L.P. ( Avenue Spec IV ), 12,081 shares of common stock held by Avenue Investments, L.P. ( Avenue Investments ) and 3,909,431 shares of common stock held by Avenue AIV US, L.P. ( Avenue AIV ), and shares underlying Third Lien Subordinated Secured Convertible Notes (the Third Lien Notes ) in the principal amount of \$134,730,977, convertible into 1,741,834 shares of common stock, issued by the Issuer to Avenue Spec IV, Avenue Investments, Avenue International Master, L.P. ( Avenue International ) and Avenue CDP-Global Opportunities Fund, L.P. ( CDP Global ) and together with Avenue Spec IV, Avenue Investments, Avenue AIV, and Avenue International, the Funds ) on October 9, 2008, together with Payment in Kind ( PIK ) interest payable over the term of the Third Lien Notes of \$75,733,515, convertible into 979,101 shares of common stock (the Third Lien Notes were immediately convertible upon their issuance).

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended (the Exchange Act ) (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

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**SCHEDULE 13D**

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1

NAMES OF REPORTING PERSONS

Avenue Capital Management II GenPar, LLC ( GenPar )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

6,899,083<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

6,899,083

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,899,083

12

Check box if the aggregate amount in row (11) excludes certain shares [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%<sup>2</sup>

14

TYPE OF REPORTING PERSON

CO

1

This number represents shares held by Avenue Capital Management II. GenPar is the general partner of Avenue Capital Management II.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended (the Exchange Act ) (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).



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**SCHEDULE 13D**

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1

NAMES OF REPORTING PERSONS

Marc Lasry

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING  
PERSON WITH

7

SOLE VOTING POWER

6,899,083<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

6,899,083

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,899,083

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%<sup>2</sup>

14

TYPE OF REPORTING PERSON

IN

1

This number represents shares held by Avenue Capital Management II. Marc Lasry is the managing member of GenPar, the general partner of Avenue Capital Management II and he exercises voting and investment power over the securities beneficially owned by Avenue Capital Management II and by the Funds.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended (the Exchange Act ) (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

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**SCHEDULE 13D**

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1

NAMES OF REPORTING PERSONS

Avenue Special Situations Fund IV, L.P. ( Avenue Spec IV )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

575,989<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

575,989

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

575,989

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1%<sup>2</sup>

14

TYPE OF REPORTING PERSON

PN

1

Includes 47,231 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds. This number also includes 155,283 shares of common stock held by Avenue Spec IV and shares of common stock underlying Third Lien Notes in the principal amount of \$18,493,194, convertible into 239,084 shares of common stock, issued by the Issuer to Avenue Spec IV on October 9, 2008, together with PIK interest payable over the term of the Third Lien Notes of \$10,395,182, convertible into 134,391 shares of common stock (the Third Lien Notes were immediately convertible upon their issuance).

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

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**SCHEDULE 13D**

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1

NAMES OF REPORTING PERSONS

Avenue Capital Partners IV, LLC ( Avenue Capital IV )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

575,989<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

575,989

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

575,989

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1%<sup>2</sup>

14

TYPE OF REPORTING PERSON

CO

1



This number represents shares held by Avenue Spec IV. Avenue Capital IV is the general partner of Avenue Spec IV.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

1

NAMES OF REPORTING PERSONS

GL Partners IV, LLC ( GL IV )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

575,989<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

575,989

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

575,989

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1%<sup>2</sup>

14

TYPE OF REPORTING PERSON

CO

1

This number represents shares held by Avenue Spec IV. GL IV is the managing member of Avenue Capital IV, the general partner of Avenue Spec IV.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

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**SCHEDULE 13D**

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1

NAMES OF REPORTING PERSONS

Avenue Investments, L.P. ( Avenue Investments )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

628,085<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

628,085

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

628,085

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.3%<sup>2</sup>

14

TYPE OF REPORTING PERSON

PN

1

Includes 9,399 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds. This number also includes 12,081 shares of common stock held by Avenue Investments and Third Lien Notes in the principal amount of \$30,036,924, convertible into 388,324 shares of common stock, issued by the Issuer to Avenue Investments on October 9, 2008, together with PIK Interest payable over the term of the Third Lien Notes of \$16,884,030, convertible into 218,281 shares of common stock (the Third Lien Notes were immediately convertible upon their issuance).

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

1

NAMES OF REPORTING PERSONS

Avenue Partners, LLC ( Avenue Partners )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH



7

SOLE VOTING POWER

1,970,793<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

1,970,793

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,970,793

12

Check box if the aggregate amount in row (11) excludes certain shares [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.1%<sup>2</sup>

14

TYPE OF REPORTING PERSON

CO

1

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This number represents shares held by Avenue Investments and through Avenue International GenPar (as defined below) as general partner of Avenue International. Avenue Partners is the general partner of Avenue Investments and the sole shareholder of Avenue International GenPar.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

1

NAMES OF REPORTING PERSONS

Avenue International Master, L.P. ( Avenue International )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

1,342,708<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

1,342,708

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,342,708

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%<sup>2</sup>

14

TYPE OF REPORTING PERSON

PN

1

Includes 16,551 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds. This number also includes shares of common stock underlying the Third Lien Notes in the principal amount of \$65,666,531 convertible into 848,953 shares of common stock, issued by the Issuer to Avenue International on October 9, 2008, together with PIK interest payable over the term of the Third Lien Notes of \$36,911,758, convertible into 477,204 shares of common stock (the Third Lien Notes were immediately convertible upon their issuance). The aggregate number of securities held through Avenue International also includes 19,688 shares of common stock beneficially owned by a managed account managed by Avenue Capital Management II.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

1

NAMES OF REPORTING PERSONS

Avenue International Master GenPar, Ltd. ( Avenue International GenPar )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

1,342,708<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

1,342,708

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,342,708

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%<sup>2</sup>

14

TYPE OF REPORTING PERSON

CO

1

This number represents shares held by Avenue International. Avenue International GenPar is the general partner of Avenue International.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).



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**SCHEDULE 13D**

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1

**NAMES OF REPORTING PERSONS**

Avenue-CDP Global Opportunities Fund, L.P. ( CDP Global )

2

Check the appropriate box if a member of a group

(a)

(b)

3

**SEC USE ONLY**

4

**SOURCE OF FUNDS**

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

**CITIZENSHIP OR PLACE OF ORGANIZATION**

Cayman Islands

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING**

**PERSON WITH**

7

SOLE VOTING POWER

418,723<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

418,723

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,723

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5%<sup>2</sup>

14

TYPE OF REPORTING PERSON

PN

1

Includes 4,025 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds. This number also includes shares of common stock underlying Third Lien Notes in the principal amount of \$20,534,348 convertible into 265,473 shares of common stock, issued by the Issuer to CDP Global on October 9, 2008, together with PIK interest payable over the term of the Third Lien Notes of \$11,542,545, convertible into 149,225 shares of common stock (the Third Lien Notes were immediately convertible upon their issuance).

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

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1

**NAMES OF REPORTING PERSONS**

Avenue Global Opportunities Fund GenPar, LLC ( CDP Global GenPar )

2

Check the appropriate box if a member of a group

(a)

(b)

3

**SEC USE ONLY**

4

**SOURCE OF FUNDS**

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

**CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING**

**PERSON WITH**

7

SOLE VOTING POWER

418,723<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

418,723

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,723

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5%<sup>2</sup>

14

TYPE OF REPORTING PERSON

CO

1

This number represents shares held by CDP Global. CDP Global GenPar is the general partner of CDP Global.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

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1

**NAMES OF REPORTING PERSONS**

Avenue AIV US, L.P. ( Avenue AIV )

2

Check the appropriate box if a member of a group

(a)

(b)

3

**SEC USE ONLY**

4

**SOURCE OF FUNDS**

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

**CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING**

PERSON WITH

7

SOLE VOTING POWER

3,909,431<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

3,909,431

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,909,431

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.1%<sup>2</sup>

14

TYPE OF REPORTING PERSON



PN

1

Represents shares of common stock held by Avenue AIV.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

1

NAMES OF REPORTING PERSONS

Avenue AIV US GenPar, LLC ( Avenue AIV GenPar )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

3,909,431<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

3,909,431

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,909,431

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.1%<sup>2</sup>

14

TYPE OF REPORTING PERSON

CO

1

This number represents shares held by Avenue AIV. Avenue AIV GenPar is the general partner of Avenue AIV.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

1

NAMES OF REPORTING PERSONS

Avenue Special Situations Fund V, L.P. ( Avenue Spec V )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

24,147<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

24,147

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,147

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.09%<sup>2</sup>

14

TYPE OF REPORTING PERSON

PN

1

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Includes 24,147 shares of common stock underlying stock options granted by the Issuer to Robert T. Symington, an employee of Avenue Capital Management II and a former director of the Issuer. Pursuant to an agreement between Mr. Symington and Avenue Capital Management II, any compensation received by Mr. Symington during his service as a director of the Issuer shall be for the benefit of the Funds.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

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1

**NAMES OF REPORTING PERSONS**

Avenue Capital Partners V, LLC ( Avenue Capital V )

2

Check the appropriate box if a member of a group

(a)

(b)

3

**SEC USE ONLY**

4

**SOURCE OF FUNDS**

SC; OO

5

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED**

PURSUANT TO ITEMS 2(d) or 2(e)

6

**CITIZENSHIP OR PLACE OF ORGANIZATION**



Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

24,147<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

24,147

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,147

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.09%<sup>2</sup>

14

TYPE OF REPORTING PERSON

CO

1

This number represents shares held by Avenue Spec V. Avenue Capital V is the general partner of Avenue Spec V.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

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1

NAMES OF REPORTING PERSONS

GL Partners V, LLC ( GL V )

2

Check the appropriate box if a member of a group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

SC; OO

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

24,147<sup>1</sup>

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

24,147

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,147

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.09%<sup>2</sup>

14

TYPE OF REPORTING PERSON

CO

1

This number represents shares held by Avenue Spec V. GL V is the managing member of Avenue Capital V, the general partner of Avenue Spec V.

2

Based on 27,659,067 shares of common stock as calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act (comprised of 24,938,132 shares of common stock outstanding on May 2, 2012, together with the 1,741,834 shares of common stock underlying the Third Lien Notes and the 979,101 shares of common stock underlying the PIK interest).

CUSIP No: 65337Y102

**SCHEDULE 13D**

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**Explanatory Note**

Pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Exchange Act, the undersigned hereby amend the following items on Amendment No. 4 to the Schedule 13D originally filed by the Reporting Persons on November 19, 2008, as amended on April 30, 2009, July 10, 2009 and December 18, 2009. On June 21, 2010, the Issuer effected a 1-for-7 reverse stock split. The securities reported herein reflect the number of shares of common stock after adjustment for the reverse stock split on June 21, 2010.

Item 3.

**Source and Amount of Funds or Other Consideration.**

As described further below under Item 4, as an inducement to AT&T's and Merger Subsidiaries (as defined below) willingness to enter into the Merger Agreement (as defined below), on August 1, 2012, certain stockholders of the Company who are entitled to vote an aggregate of approximately 59% of the outstanding shares of Nextwave Wireless, Inc. (the Issuer) common stock have each entered into separate voting agreements (collectively, the Voting Agreements) pursuant to which such stockholders have agreed to vote their shares of Issuer common stock in favor of adoption of the Merger Agreement. Avenue AIV, Avenue Investments and Avenue Spec IV have collectively entered into a Voting Agreement (the Avenue Capital Voting Agreement) with respect to 3,909,431, 12,081 and 155,283 shares of common stock, respectively. The Reporting Persons have not received any monetary consideration for entering into the Avenue Capital Voting Agreement and did not purchase any securities of the Issuer in connection with the transactions described herein.

Item 4.

**Purpose of Transaction.**

*Merger of Issuer*

On August 1, 2012, the Issuer entered into an Agreement and Plan of Merger (the Merger Agreement), with AT&T Inc. (AT&T) and Rodeo Acquisition Sub Inc. (Merger Subsidiary), that provides for the acquisition of the Issuer by AT&T by means of a merger (the Merger) of Merger Subsidiary with and into the Issuer. As a result of the Merger, the Issuer will become a wholly owned subsidiary of AT&T. The Merger Agreement provides that, upon consummation of the Merger, each share of common stock of the Company will be converted into the right to receive (i) \$1.00 per share in cash and (ii) a non-transferable contingent payment right representing a pro rata interest in an amount of up to \$25 million held in escrow, which may be reduced in respect of indemnification obligations and other amounts payable to AT&T. The Merger Agreement contemplates that prior to the effective time of the Merger, the Issuer will form a new holding company for its assets other than its Wireless Communication Services and Advanced Wireless Services

wireless spectrum licenses and other assets related exclusively thereto ( NextWave Holdco ) and immediately prior to the closing of the Merger, transfer 100% of the equity in NextWave Holdco to the Third Lien Note holders (the Third Lien Holders ) in partial redemption of the Third Lien Notes.

Consummation of the Merger is subject to customary conditions, including stockholder approval and all required regulatory approvals. One of the closing conditions is that the Issuer shall have redeemed all of its outstanding Third Lien Notes, other than those acquired by AT&T on closing pursuant to the Third Lien Note Purchase Agreement entered into among the Third Lien Holders and AT&T (the Third Lien NPA ) in exchange for 100% of the equity of NextWave Holdco. The Third Lien Holders include Avenue Spec IV, Avenue Investments, Avenue International and CDP Global.

The Merger Agreement will terminate automatically if the Merger has not occurred on or prior to July 31, 2013 (with an extension for up to two three-month periods at the option of AT&T if requisite regulatory approvals have not been obtained). In addition, AT&T has the option to terminate the Merger Agreement under certain other circumstances.

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**SCHEDULE 13D**

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Further details about the Merger are described in the Issuer's Current Report on Form 8-K filed on August 6, 2012 (the Issuer Form 8-K).

*Amended and Restated Third Lien Notes*

In connection with the transaction, the Third Lien Notes will be amended and restated and split into two series to provide that certain of the Issuer's obligations to the Third Lien Holders will remain with the Issuer and the remaining obligations will become direct obligations of NextWave Holdco. In connection with the amended and restated notes, the holders of the Third Lien Notes have agreed that \$325 million of the Issuer's outstanding obligations under the Third Lien Notes will remain the Issuer's direct obligations and the remaining principal balance of the Issuer's Third Lien Notes plus accrued and unpaid interest as of the date the Third Lien Notes are amended and restated will become the direct obligations of NextWave Holdco.

*NextWave Holdco Call Right*

The noteholder representative will be issued a call right (on behalf of the holders of the NextWave Holdco Third Lien Notes) for the purchase of all of the common stock of NextWave Holdco, which will not be exercisable until receipt of any required regulatory approvals and certain other conditions are met, as described further in the Issuer Form 8-K.

*Third Lien NPA*

AT&T and Third Lien Holders entered into the Third Lien NPA concurrently with the signing of the Merger Agreement, pursuant to which AT&T will purchase the Third Lien Notes immediately prior to the closing of the Merger (and after the partial redemption of the Third Lien Notes for 100% of the equity interests in NextWave Holdco) for \$600 million subject to certain deductions and adjustments as described further in the Issuer's Form 8-K. The Third Lien Holders have also agreed, among other things, not to transfer the Third Lien Notes without the consent of AT&T, subject to certain exceptions and qualifications relating to such consent right and not to interfere with the Merger or take any action to support a bankruptcy filing of the Issuer.

*Voting Agreement*

Concurrently with the execution of the Merger Agreement and as an inducement to AT&T's and Merger Sub's willingness to enter into the Merger Agreement, certain stockholders of the Company who are entitled to vote an aggregate of approximately 59% of the outstanding shares of the Issuer's common stock have each entered into separate Voting Agreements pursuant to which such stockholders have agreed to vote their shares of Issuer common stock in favor of adoption of the Merger Agreement. Avenue AIV, Avenue Investments and Avenue Spec IV have collectively entered into the Avenue Capital Voting Agreement with respect to 3,909,431, 12,081 and 155,283 shares of common stock, respectively.



The terms of the Avenue Capital Voting Agreement provides certain restrictions on the ability of Avenue AIV, Avenue Investments and Avenue Spec IV to enter into certain voting arrangements or transfer their respective shares until the Avenue Capital Voting Agreement is terminated. In addition, the Avenue Capital Voting Agreement will terminate upon the earliest to occur of (i) the mutual consent of AT&T and Avenue AIV, Avenue Investments and Avenue Spec IV; (ii) receipt of the affirmative vote of the Issuer's stockholders in favor of the Merger Agreement and the transactions contemplated by the Merger Agreement; (iii) the termination of the Merger Agreement; and (iv) reduction of the consideration to be received under the Merger Agreement.

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**SCHEDULE 13D**

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*Stock Transfer Agreement*

On August 1, 2012, Avenue AIV, Avenue Investments and Avenue Spec IV entered into a Stock Transfer Agreement to transfer 2,397,367, 7,409 and 95,224 shares of common stock, respectively to Polygon Recovery Fund L.P. The aggregate purchase price for the aggregate of 2,500,000 shares of common stock sold was \$0.01.

The descriptions in this Statement of the Third Lien NPA, Avenue Capital Voting Agreement and Stock Transfer Agreement are qualified in its entirety by reference to the full text of such agreements, copies of which are filed herewith as Exhibits 11, 12 and 13, respectively and incorporated by reference in this Statement.

Except as described herein and in the Issuer's Form 8-K, the Reporting Persons do not as of the date of this Statement have any specific plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5.