

Edgar Filing: NextWave Wireless Inc. - Form POS AM

NextWave Wireless Inc.  
Form POS AM  
November 26, 2008

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

Registration No. 333-146861

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

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

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

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

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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)

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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.

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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 October 23, 2007, NextWave Wireless, Inc. (the "Registrant"), filed a registration statement on Form S-3, as amended, Registration Number 333-146861 (the "Registration Statement"), with the Securities and Exchange Commission to register the resale by the selling stockholders named in the Registration Statement of up to an aggregate of 4,265,500 shares of common stock, par value \$0.001, of the Registrant (the "Common Stock").

The Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all of the Common Stock. The Registrant is seeking to deregister the Common Stock because its obligation to keep the Registration Statement effective pursuant to the terms of its agreement with the selling stockholders has expired. The Registrant hereby terminates the effectiveness of the Registration Statement and deregisters all of the Common Stock registered under the Registration Statement that has not been 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 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.

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By: /s/ Frank A. Cassou

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

/s/ Frank A. Cassou

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Frank A. Cassou  
As Attorney-in-Fact