

Edgar Filing: NextWave Wireless Inc. - Form 8-K/A

NextWave Wireless Inc.
Form 8-K/A
July 26, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A

AMENDMENT NO. 1

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): MAY 11, 2007

NEXTWAVE WIRELESS INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| DELAWARE | 000-51958 | 20-5361360 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (IRS Employer Identification No.) |

12670 HIGH BLUFF DRIVE
SAN DIEGO, CALIFORNIA 92130
(Address of principal executive offices)

(858) 480-3100
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- 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))

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ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

On May 17, 2007, NextWave Wireless Inc. ("NextWave") filed a Current report on Form 8-K (the "Initial 8-K") reporting the completion of its acquisition of IPWireless, Inc. ("IPWireless"). Pursuant to this Amendment No. 1 to the Initial 8-K, NextWave hereby amends and supplements Item 9.01 of the Initial 8-K to file the financial statements and pro forma financial information not filed with the Initial 8-K. The audited financial statements for IPWireless as of December 31, 2006 and 2005 and for the years then ended are filed as Exhibit 99.1 to this Form 8-K/A and the related unaudited interim financial statements as of March 31, 2007 and for the three months ended March 31, 2007 and 2006 are filed as Exhibit 99.2 to this Form 8-K/A and each is incorporated herein by reference. The unaudited pro forma combined condensed financial statements as of March 31, 2007, and for the three months then ended and for the year ended December 31, 2006 are filed as Exhibit 99.3 to this Form 8-K/A and are incorporated herein by reference.

(a) Financial Statements of Business Acquired

Pursuant to paragraph (a)(4) of Item 9.01 of Form 8-K, the attached audited financial statements of IPWireless were omitted from disclosure contained in the Initial 8-K. Included herein as Exhibit 99.1 to this Form 8-K/A, and incorporated by reference, are the following documents:

- o Independent Auditors' Report;
- o Consolidated Balance Sheets as of December 31, 2006 and 2005;
- o Consolidated Statements of Operations for the years ended December 31, 2006 and 2005;
- o Consolidated Statements of Convertible Preferred Stock, Stockholders' Deficit and Comprehensive Loss for the years ended December 31, 2006 and 2005;
- o Consolidated Statements of Cash Flows for the years ended December 31, 2006 and 2005; and
- o Notes to Consolidated Financial Statements.

Pursuant to paragraph (a)(4) of Item 9.01 of Form 8-K, the attached unaudited interim financial statements of IPWireless were omitted from disclosure contained in the Initial 8-K. Included herein as Exhibit 99.2 to this Form 8-K/A and incorporated by reference, are the following documents:

- o Unaudited Interim Condensed Consolidated Balance Sheet as of March 31, 2007;
- o Unaudited Interim Condensed Consolidated Statements of Operations for the three months ended March 31, 2007 and 2006; and
- o Unaudited Interim Consolidated Statements of Cash Flows for the three months ended March 31, 2007 and 2006.

(b) Pro Forma Financial Information

Pursuant to paragraph (b)(2) of Item 9.01 of Form 8-K, the attached financial statements were omitted from disclosure contained in the Initial 8-K. Included herein as Exhibit 99.3 to this Form 8-K/A and incorporated herein by reference, are the following required unaudited pro forma condensed consolidated financial statements of NextWave:

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- o Unaudited Pro Forma Condensed Combined Balance Sheet as of March 31, 2007;
- o Unaudited Pro Forma Condensed Combined Statement of Operations for the three months ended March 31, 2007;
- o Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 30, 2006; and
- o Notes to Unaudited Pro Forma Condensed Combined Financial Statements.

The unaudited pro forma condensed combined financial information is presented for informational purposes only. The pro forma data is not necessarily indicative of what NextWave's financial position or results of operations actually would have been had NextWave completed the acquisition as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company.

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(c) Exhibits.

The Exhibit Index is incorporated into this Item 9.01 by reference.

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| 2.1* | Agreement and Plan of Merger, dated as of April 6, 2007, by and among NextWave Wireless Inc., IPW, LLC, IPWireless, Inc. and J. Taylor Crandall, as stockholder representative. |
| 23.1** | Consent of KPMG LLP, Independent Registered Public Accounting Firm with respect to IPWireless, Inc. |
| 99.1** | IPWireless, Inc., and Subsidiaries Consolidated Financial Statements for the Years Ended December 31, 2006 and 2005 and Independent Auditor's Report |
| 99.2** | Unaudited Interim Condensed Consolidated Financial Statements of IPWireless, Inc., as of March 31, 2007, and for the Three Months Ended March 31, 2007 and 2006 |
| 99.3** | Unaudited Pro Forma Combined Financial Statements and Related Notes of NextWave Wireless, Inc. |

* Previously filed as Exhibit 2.1 to the Registrant's Form 8-K (File No. 001-33226) filed on April 12, 2007.

** Filed herewith

SIGNATURE

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 thereunto duly authorized.

NEXTWAVE WIRELESS INC.

Date: July 25, 2007

By: /s/ George C. Alex

Name: George C. Alex
Title: Executive Vice President and
Chief Financial Officer

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