

NextWave Wireless Inc.  
Form 4  
October 14, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Manchester Douglas F

(Last) (First) (Middle)

C/O NEXTWAVE WIRELESS  
INC., 12670 HIGH BLUFF DRIVE

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NextWave Wireless Inc. [WAVE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/09/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)			
Convertible Securities <sup>(1)</sup>	\$ 11.05	10/09/2008	D			50,000	03/28/2008	03/28/2017	Common Stock
Exchange Notes <sup>(3)</sup>	\$ 11.05	10/09/2008	A <sup>(4)</sup>		67,365,488		10/09/2008	12/31/2011	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manchester Douglas F C/O NEXTWAVE WIRELESS INC. 12670 HIGH BLUFF DRIVE SAN DIEGO, CA 92130	X			
Manchester Financial Group, LP C/O NEXTWAVE WIRELESS INC. 12670 HIGH BLUFF DRIVE SAN DIEGO, CA 92130		X		

## Signatures

Roseann Rustici                      10/14/2008

          Signature of                      Date  
Reporting Person

Roseann Rustici                      10/14/2008

          Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (2) The 50,000 shares of Preferred Stock were convertible into 5,080,354 shares of Common Stock. This amount represents the accreted liquidation preference plus accrued dividends of the Preferred Stock through October 9, 2008.  
  
On October 9, 2008 (the "Closing Date"), the Company and NextWave Wireless LLC, a wholly-owned subsidiary of the Company entered into various agreements pursuant to which NextWave LLC issued Senior-Subordinated Secured Second Lien Notes due 2010 in
- (4) the aggregate principal amount of \$105,263,157, on terms previously described in the Company's Current Report on Form 8-K filed with the SEC on September 18, 2008. In connection with this transaction, the Company issued an aggregate principal amount of \$477,617,000 of Exchange Notes in exchange for all of its outstanding shares of Preferred Stock.
- (5) This number reflects the principal amount of the Exchange Notes acquired by the Reporting Person on the Closing Date divided by the Conversion Price.
- (1) Series A Senior Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

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- (3) Third Lien Subordinated Secured Convertible Notes due 2011 (the "Exchange Notes"). The principal amount of the Exchange Notes will be subject to increase to reflect payment in-kind interest at a rate per annum of 7.5% as provided in the Exchange Note.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.