

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

NextWave Wireless Inc.  
Form 8-K  
November 02, 2007

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): OCTOBER 30, 2007

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

DELAWARE	000-51958	20-5361360
(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. employer identification no.)

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

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

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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

(a) On October 30, 2007, the Board of Directors (the "Board of Directors") of NextWave Wireless Inc. ("NextWave") approved amendments, effective upon adoption, to Sections 1 and 3 of Article VII of the Amended and Restated Bylaws of NextWave (the "Bylaws") relating to the issuance and transfer of uncertificated shares. The amendments to the Bylaws were implemented to ensure full compliance with Rule 4350(1) of The NASDAQ Stock Market LLC, which requires all securities listed thereon to be eligible to participate in the Direct Registration System by January 1, 2008.

A copy of NextWave's Bylaws, as amended and restated, is attached hereto as Exhibit 3.1 and is incorporated into this Item 5.03 by reference. The foregoing description is qualified by reference to the actual text of the amendments.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No. -----	Description -----
Exhibit 3.2	Amended and Restated Bylaws of NextWave Wireless Inc., as amended and restated on October 30, 2007.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the

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undersigned hereunto duly authorized.

Date: November 2, 2007

NEXTWAVE WIRELESS INC.

By: /s/ Frank A. Cassou

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Frank A. Cassou  
Executive Vice President-Corporate  
Development, Chief Legal Counsel and  
Secretary

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EXHIBIT INDEX

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