



DIVISION OF  
CORPORATION FINANCE

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

June 14, 2013

Via Email

Charles R. Wunsch  
Senior Vice President and General Counsel  
Sprint Nextel Corporation  
6200 Sprint Parkway  
Overland Park, Kansas 66251

**Re: Clearwire Corporation  
Amendment No. 7 to Schedule 13E-3  
Filed by Sprint Nextel Corporation et. al. on May 28, 2013  
File No. 005-84306**

**Additional Definitive Proxy Soliciting Materials  
Filed by Sprint Nextel Corporation on June 3, 2013  
File No. 001-34196**

Dear Mr. Wunsch:

We have reviewed your filings and have the following comment. Please respond to this letter by amending your filings, by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your filings and the information you provide in response to this comment, we may have additional comments.

General

1. We note the additional definitive soliciting materials filed by Sprint on June 3, 2013, regarding Sprint's assessment of the DISH tender offer, and the viability of the DISH tender offer as an alternative to the Rule 13e-3 transaction. Please file these materials under cover of Schedule 13E-3. Please also disclose what consideration Sprint gave to updating its Item 1014(a) fairness determination with respect to the Rule 13e-3 transaction to take into account the DISH offer.

Charles R. Wunsch  
Sprint Nextel Corporation  
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Please contact Ajay Koduri, Staff Attorney, at 202-551-3310 or me at 202-551-3503 with any questions.

Sincerely,

/s/ David L. Orlic

David L. Orlic  
Special Counsel  
Office of Mergers and Acquisitions

cc: Via Email  
Jeremy D. London, Esq.  
Skadden Arps