



DIVISION OF  
CORPORATION FINANCE

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

June 18, 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 response dated June 18, 2013 and have the following comments.

General

1. We note your response to prior comment 1 and reissue the comment. In its additional definitive soliciting materials filed on June 3, 2013, Sprint both assessed the validity of the competing DISH tender offer, and made statements regarding the viability of the DISH tender offer as an alternative to the Rule 13e-3 transaction being proposed by Sprint. Please file these materials as an exhibit to your Schedule 13E-3. See Item 1016(a)(5) of Regulation M-A.
2. Please update your Schedule 13E-3 to reflect the competing offer by DISH, to disclose that Sprint has not updated its Item 1014(a) fairness determination, and to disclose how Sprint concluded that this determination did not need to be updated. If Sprint has not considered whether it has any legal obligations in this regard, please disclose that to unaffiliated security holders. See Item 1014(a) and Item 1011(c) of Regulation M-A.

Charles R. Wunsch  
Sprint Nextel Corporation  
June 18, 2013  
Page 2

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