

NextWave Wireless Inc.
Form 10-Q/A
June 23, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 29, 2008**

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ **to** _____

Commission file number 000-51958

NEXTWAVE WIRELESS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

20-5361360

(IRS Employer
Identification No.)

12670 High Bluff Drive, San Diego, California

(Address of principal executive offices)

92130

(Zip Code)

(858) 480-3100

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

As of May 2, 2008, there were approximately 102,857,605 shares of the Registrant's common stock outstanding.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A amends the Quarterly Report on Form 10-Q of Nextwave Wireless Inc. (the "Company") for the period ended March 31, 2008, as filed by the Company on May 8, 2008 (the "Original Filing"). This Amendment to the Quarterly Report is being filed solely to amend the Section 302 certifications appended as Exhibits 31.1 and 31.2. Specifically, the Company is refiling these certifications solely to add certain required language in the introductory paragraph of Statement 4 of the certifications that was inadvertently omitted from the Company's certifications in the Original Filing. This Amendment does not alter or affect any other part or any other information originally set forth in the Quarterly Report. This Amendment does not reflect events that have occurred subsequent to the filing of the Original Filing.

PART II. OTHER INFORMATION

| ITEM 6. | Exhibits |
|--------------------|---|
| Exhibit No. | Description |
| 31.1 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Allen Salmasi. |
| 31.2 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for George C. Alex. |

* Filed herewith

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SIGNATURES

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.

(Registrant)

June 23, 2008
(Date)

By: /s/ George C. Alex
George C. Alex
Executive Vice President and
Chief Financial Officer