

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 5)**

CLEARWIRE CORPORATION

(Name of Subject Company (Issuer))

DISH ACQUISITION HOLDING CORPORATION

a wholly-owned subsidiary of

DISH NETWORK CORPORATION

(Names of Filing Persons (Offerors))

Class A Common Stock, par value \$0.0001 per Share
(Title of Class of Securities)

18538Q105

(CUSIP Number of Class of Securities)

R. Stanton Dodge

Executive Vice President, General Counsel and Secretary

DISH Network Corporation

9601 S. Meridian Boulevard

Englewood, Colorado 80112

(303) 723-1000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

with copies to:

Scott D. Miller

Sullivan & Cromwell LLP

125 Broad Street

New York, NY 10004

(212) 558-4000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer).

- o Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).



This Amendment No. 5 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 30, 2013 (together with any amendments and supplements thereto, the "Schedule TO") by DISH Acquisition Holding Corporation, a Delaware corporation ("Purchaser") and a wholly-owned subsidiary of DISH Network Corporation, a Nevada corporation ("DISH"). The Schedule TO relates to the offer by Purchaser to purchase all outstanding shares of Class A common stock, par value \$0.0001 per share, of Clearwire Corporation, a Delaware corporation, at a purchase price of \$4.40 per share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 30, 2013 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

All capitalized terms used in the Amendment No. 5 and not otherwise defined have the respective meanings ascribed to them in the Schedule TO.

Item 12.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

(a)(1)(xiv) Press Release issued by DISH Network Corporation on June 18, 2013.

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- (a)(1)(i) Offer to Purchase, dated May 30, 2013.†
- (a)(1)(ii) Form of Letter of Transmittal (including the Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).†
- (a)(1)(iii) Form of Notice of Guaranteed Delivery.†
- (a)(1)(iv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.†
- (a)(1)(v) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.†
- (a)(1)(vi) Summary Advertisement as published on May 30, 2013, in the Wall Street Journal.†
- (a)(1)(vii) Press Release issued by DISH Network Corporation on May 30, 2013.†
- (a)(1)(viii) Press Release issued by DISH Network Corporation on May 30, 2013.†
- (a)(1)(ix) Press Release issued by DISH Network Corporation on June 4, 2013.†
- (a)(1)(x) Press Release issued by DISH Network Corporation on June 12, 2013.†
- (a)(1)(xi) Note from Joe Clayton, dated June 14, 2013.†
- (a)(1)(xii) Press Release issued by DISH Network Corporation on June 17, 2013.†
- (a)(1)(xiii) Press Release issued by DISH Network Corporation on June 18, 2013.†
- (a)(1)(xiv) Press Release issued by DISH Network Corporation on June 18, 2013.
- (a)(2) Not applicable.
- (b) Not applicable.
- (d)(1) Form of proposed Note Purchase Agreement (included in Exhibit (a)(1)(i)).†
- (d)(2) Form of proposed Investor Rights Agreement (included in Exhibit (a)(1)(i)).†
- (g) Not applicable.
- (h) Not applicable.

† Previously filed.

SIGNATURES

After due inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

**DISH ACQUISITION HOLDING CORPORATION
DISH NETWORK CORPORATION**

By: /s/ R. Stanton Dodge

R. Stanton Dodge
Executive Vice President, General Counsel and Secretary

Dated: June 19, 2013

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DISH Issues Update on Sprint Proposal

ENGLEWOOD, Colo.—(BUSINESS WIRE)—DISH Network Corp. (NASDAQ: DISH) issued the following statement updating the status of its proposal to merge with Sprint Nextel Corporation:

"While DISH continues to see strategic value in a merger with Sprint, the decisions made by Sprint to prematurely terminate our due diligence process and accept extreme deal protections in its revised agreement with SoftBank, among other things, have made it impracticable for DISH to submit a revised offer by the June 18th deadline imposed by Sprint. We will consider our options with respect to Sprint, and focus our efforts and resources on completing the Clearwire tender offer."

About DISH

DISH Network Corporation (NASDAQ: DISH), through its subsidiary DISH Network L.L.C., provides approximately 14.092 million satellite TV customers, as of March 31, 2013, with the highest quality programming and technology with the most choices at the best value, including HD Free for Life®. Subscribers enjoy the largest high definition line-up with more than 200 national HD channels, the most international channels, and award-winning HD and DVR technology. DISH Network Corporation's subsidiary, Blockbuster L.L.C., delivers family entertainment to millions of customers around the world. DISH Network Corporation is a Fortune 200 company. Visit www.dish.com.

Cautionary Statement Concerning Forward-Looking Statements

Certain statements contained herein may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of DISH Network Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. More information about such risks, uncertainties and other factors is set forth in DISH Network Corporation's Disclosure Regarding Forward-Looking Statements included in its recent filings with the Securities and Exchange Commission (the "SEC"), including its annual report on Form 10-K for the year ended December 31, 2012 and any subsequent quarterly reports on Form 10-Q. Risks and uncertainties relating to the proposed transaction include, without limitation, the risks that: Sprint Nextel Corporation will not enter into any definitive agreement with DISH Network Corporation or the terms of any definitive agreement will be materially different from those described above; the parties will not obtain the requisite financing or regulatory approvals for the proposed transaction; the proposed transaction will not be consummated for any other reason; management's attention will be diverted from ongoing business operations; and the anticipated benefits of the transaction will not be realized. The forward-looking statements speak only as of the date made, and DISH Network Corporation expressly disclaims any obligation to update these forward-looking statements.

Additional Information About the Proposed Transaction and Where to Find It

This communication relates to a business combination transaction with Sprint Nextel Corporation proposed by DISH Network Corporation, which may become the subject of a registration statement filed with the SEC. This communication is not a substitute for the joint proxy statement/prospectus that DISH Network Corporation and Sprint Nextel Corporation would file with the SEC if any agreement is reached or any other documents that DISH Network Corporation or Sprint Nextel Corporation may send to shareholders in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ALL OTHER RELEVANT DOCUMENTS IF, AND WHEN, THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. All such documents, if filed, would be available free of charge at the SEC's website (<http://www.sec.gov>). In addition, investors and security holders may obtain free copies of such documents filed by DISH Network Corporation with the SEC by directing a request to: DISH Network

Corporation, 9601 S. Meridian Boulevard, Englewood, Colorado 80112, Attention: Investor Relations. This communication shall not constitute an offer to buy or solicitation of an offer to sell any securities, nor shall there be any sale of securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Participants

DISH Network Corporation and its directors and executive officers may be deemed, under the rules of the SEC, to be participants in any solicitation of shareholders of DISH Network Corporation or Sprint Nextel Corporation in connection with the proposed transaction. Investors and security holders may obtain information regarding the names, affiliations and interests of the directors and executive officers of DISH Network Corporation in its annual report on Form 10-K for the year ended December 31, 2012, which was filed with the SEC on February 20, 2013, and its proxy statement for the 2013 annual meeting of shareholders, which was filed with the SEC on March 22, 2013. These documents can be obtained free of charge at the SEC's website (<http://www.sec.gov>) and from Investor Relations at DISH Network Corporation at the address set forth above. Additional information regarding the interests of these participants will also be included in any proxy statement/prospectus and other relevant documents to be filed with the SEC in connection with the proposed transaction when they become available.

DISH Network Corporation

Media Relations:

Bob Toevs, 303-723-2010

bob.toevs@dish.com

or

Investor Relations:

Jason Kiser, 303-723-2210

jason.kiser@dish.com

QuickLinks

[Exhibit a\(1\)\(xiv\)](#)