NextWave Wireless Inc. Form SC 13G/A June 15, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 UNDER THE SECURITIES EXCHANGE ACT OF 1934

NEXTWAVE WIRELESS INC. (Name of Issuer)

COMMON STOCK PAR VALUE \$0.001 PER SHARE (Title of Class of Securities)

65337Y102 (CUSIP Number)

June 7, 2007 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [] Rule 13d-1(b)
- [X] Rule 13d-1(c)
- [] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G/A CUSIP No. 65337Y102

(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner Partners					
(2)	CHECK TH	E APPROPR		[] [X]		
(3)	SEC USE	ONLY				
(4)	CITIZENS	HIP OR PL				
NUMBER SHARES	OF	(5)	SOLE VOTING POWER 0			
BENEFI		(6)	SHARED VOTING POWER 1,446,902			
EACH		(7)	SOLE DISPOSITIVE POWER 0			
REPORTING PERSON WITH ((8)	SHARED DISPOSITIVE POWER 1,446,902			
	(9)		ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 1,446,902			
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]		
	(11)		I OF CLASS REPRESENTED UNT IN ROW (9) 1.7%			
	(12)	TYPE O	F REPORTING PERSON PN			
	le 13G/A No. 65337	Y102		PAGE 3 OF	42	
(1)	S.S. OR		PERSON ENTIFICATION NO. OF ABOVE PERSON Institutional Partners, L.P.			
(2)	CHECK TH	E APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a)	[]	

				(b) [X] 		
(3)	SEC USE	ONLY				
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
NUMBER SHARES		(5)	SOLE VOTING POWER 0			
BENEFI OWNED		(6)	SHARED VOTING POWER 2,432,048			
EACH		(7)	SOLE DISPOSITIVE POWER 0			
REPORT		(8)	SHARED DISPOSITIVE POWER 2,432,048			
	(9)		GATE AMOUNT BENEFICIALLY OWNED CH REPORTING PERSON 2,432,048			
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]		
	(11)		JT OF CLASS REPRESENTED DUNT IN ROW (9) 2.9%			
	(12)	TYPE C	OF REPORTING PERSON PN			
	le 13G/A No. 65337	Y102		PAGE 4 OF 42		
	NAME OF S.S. OR M. H. Da					
	CHECK TH	(a) [] (b) [X]				
(3)	SEC USE	ONLY				
			ACE OF ORGANIZATION New York			
NUMBER	OF	(5)	SOLE VOTING POWER			

SHARES				0			
BENEFI	CIALLY	(6)	SHARED VOTING	POWER 186,651			
OWNED :	BY						
EACH		(7)	SOLE DISPOSITI				
REPORT	ING						
PERSON	WITH	(8)	SHARED DISPOSI	TIVE POWER 186,651			
	(9)		TE AMOUNT BENEFI REPORTING PERSO				
	(10)		OX IF THE AGGREG (9) EXCLUDES CER			[]	
	(11)		OF CLASS REPRES	ENTED			
		BY AMOU	NT IN ROW (9)	0.2%			
	(12)	TYPE OF	REPORTING PERSO	N РN			
		EPORTING	PERSON NTIFICATION NO. nternational, Lt		PAGE 5	5 OF	42
(2)			ATE BOX IF A MEM				
				DER OF A GROOT			[] [X]
(3)	SEC USE O	NLY					
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands						
NUMBER SHARES	OF	(5)	SOLE VOTING PO				
	CIALLY	(6)	SHARED VOTING	POWER			
		(-)		2,913,092			
OWNED :	DΙ	(7)	SOLE DISPOSITI				

REPORT	ING			
PERSON	WITH	(8)	SHARED DISPOSITIVE POWER 2,913,092	
			THE REPORTING PERSON 2,913,092	
		CHECK	BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		T OF CLASS REPRESENTED OUNT IN ROW (9) 3.4%	
	(12)	TYPE C	F REPORTING PERSON CO	
	le 13G/A No. 65337Y	7102		PAGE 6 OF 42
(1)	NAME OF F S.S. OR I Serena Li	R.S. ID	PERSON ENTIFICATION NO. OF ABOVE PERSON	
(2)	CHECK THE	E APPROPR	ZIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE (NLY		
(4)	CITIZENS	HIP OR PL	ACE OF ORGANIZATION Cayman Islands	
NUMBER SHARES	OF	(5)	SOLE VOTING POWER 0	
BENEFIC	CIALLY	(6)	SHARED VOTING POWER 100,442	
EACH REPORT	ING	(7)	SOLE DISPOSITIVE POWER 0	
		(8)	SHARED DISPOSITIVE POWER 100,442	
	(9)		FATE AMOUNT BENEFICIALLY OWNED THE REPORTING PERSON 100,442	

	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		T OF CLASS REPRESENTED UNT IN ROW (9) 0.1%	
	(12)	TYPE O	F REPORTING PERSON CO	
	le 13G/A No. 65337	Y102		PAGE 7 OF 42
(1)		I.R.S. ID	PERSON ENTIFICATION NO. OF ABOVE PERSON Distressed Opportunities Fund LP	
(2)	CHECK TH	E APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE	ONLY		
(4)	CITIZENS	HIP OR PL	ACE OF ORGANIZATION Delaware	
NUMBER SHARES		(5)	SOLE VOTING POWER 0	
BENEFI OWNED	CIALLY	(6)	SHARED VOTING POWER 61,878	
EACH REPORT	ING	(7)	SOLE DISPOSITIVE POWER 0	
PERSON	WITH	(8)	SHARED DISPOSITIVE POWER 61,878	
	(9)		ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 61,878	
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		T OF CLASS REPRESENTED UNT IN ROW (9) 0.1%	
	(12)	TYPE O	F REPORTING PERSON	

Schedule 13G/A CUSIP No. 65337Y102

PAGE 8 OF 42

(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner Distressed Opportunities International Ltd.						
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [(b) [X						
(3)	SEC USE O	USE ONLY					
(4)	CITIZENSH	IP OR PLA	CE OF ORGANIZATION Cayman Islands				
NUMBER SHARES		(5)	SOLE VOTING POWER 0				
BENEFI OWNED	CIALLY	(6)	SHARED VOTING POWER 120,302				
EACH REPORT	ING	(7)	SOLE DISPOSITIVE POWER 0				
PERSON	WITH	(8)	SHARED DISPOSITIVE POWER 120,302				
	(9)		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON 120,302				
· ·			OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]			
			OF CLASS REPRESENTED INT IN ROW (9) 0.1%				
	(12)	TYPE OF	REPORTING PERSON				

Schedule 13G/A CUSIP No. 65337Y102

PAGE 9 OF 42

(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON MHD Management Co.					
(2)	CHECK THI	(a) [(b) [}	_			
(3)	SEC USE	ONLY				
(4)	CITIZENS	HIP OR PLA	ACE OF ORGANIZAT	ION New York		
NUMBER SHARES		(5)	SOLE VOTING P	OWER 0		
BENEFI OWNED		(6)	SHARED VOTING	POWER 1,446,902		
EACH REPORT	TNG	(7)		IVE POWER 0		
		(8)	SHARED DISPOS	ITIVE POWER 1,446,902		
	(9)		ATE AMOUNT BENEF H REPORTING PERS			
	(10)		BOX IF THE AGGRE		[]	
	(11)		Γ OF CLASS REPRE JNT IN ROW (9)	SENTED		
	(12)	TYPE OF	F REPORTING PERS	ON PN		
	S.S. OR	 REPORTING I.R.S. IDE		OF ABOVE PERSON	PAGE 10 OF 4	12
(2)			Advisers inc. 	MBER OF A GROUP	(a) [(b) [}	_

(3)	SEC USE C	NLY		
(4)	CITIZENSE	HIP OR PI	LACE OF ORGANIZATION New York	
NUMBEI		(5)	SOLE VOTING POWER 0	
BENEF:	ICIALLY BY	(6)	SHARED VOTING POWER 2,432,048	
EACH	ETNO	(7)	SOLE DISPOSITIVE POWER 0	
REPORT		(8)	SHARED DISPOSITIVE POWER 2,432,048	
	(9)		GATE AMOUNT BENEFICIALLY OWNED CH REPORTING PERSON 2,432,048	
	(10)		BOX IF THE AGGREGATE AMOUNT W (9) EXCLUDES CERTAIN SHARES	[]
	(11)		NT OF CLASS REPRESENTED DUNT IN ROW (9) 2.9%	
	(12)	TYPE (OF REPORTING PERSON IA	
	ıle 13G/A No. 65337Y			PAGE 11 OF 42
(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner International Advisors, L.L.C.			
(2)	CHECK THE	E APPROPI	RIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE C			
(4)			LACE OF ORGANIZATION Delaware	
NUMBE	R OF	(5)	SOLE VOTING POWER	

SHARES				
BENEFICIALI	LY	(6)	SHARED VOTING POWER 3,013,534	
OWNED BY			3,013,334	
EACH		(7)	SOLE DISPOSITIVE POWER	
REPORTING			0	
PERSON WITE	Н	(8)	SHARED DISPOSITIVE POWER 3,013,534	
(9	9)		E AMOUNT BENEFICIALLY OWNED REPORTING PERSON 3,013,534	
(2	10)		X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES	[]
(]	 11)		OF CLASS REPRESENTED	
		BY AMOUN	T IN ROW (9) 3.6%	
(2	12)	TYPE OF	REPORTING PERSON OO	
Schedule 13				
Schedule 13 CUSIP No. 6)2	P	AGE 12 OF 42
CUSIP No. (65337Y10	PORTING P		AGE 12 OF 42
CUSIP No. (65337Y1(E OF REF OR I.F	PORTING P	ERSON	
CUSIP No. (65337Y1(E OF REF OR I.F	PORTING P	ERSON TIFICATION NO. OF ABOVE PERSON	(a) [X]
CUSIP No. (65337Y1(E OF REH OR I.H Group LI CK THE A	PORTING PI R.S. IDEN LC APPROPRIA	ERSON TIFICATION NO. OF ABOVE PERSON	(a) []
(1) NAME S.S. DK (2) CHE(3) SEC	65337Y10 E OF REH OR I.H Group LI CK THE H USE ONI	PORTING PERSON IDENTIFY TO THE PROPRIATE	ERSON TIFICATION NO. OF ABOVE PERSON	(a) []
(1) NAMH S.S. DK (2) CHE(3) (3) SEC (4) CIT	65337Y10 E OF REH OR I.H Group LI CK THE A USE ONI	PORTING PERSON IDENTIFICATION OF THE PROPERTY OF PLACE	ERSON TIFICATION NO. OF ABOVE PERSON TE BOX IF A MEMBER OF A GROUP TE OF ORGANIZATION Delaware	(a) []
(1) NAME S.S. DK (2) CHECK (3) SEC (4) CIT:	65337Y10 E OF REH OR I.H Group LI CK THE A USE ONI	PORTING PERSON IDENTIFICATION OF THE PROPERTY OF PLACE	ERSON TIFICATION NO. OF ABOVE PERSON TE BOX IF A MEMBER OF A GROUP E OF ORGANIZATION Delaware SOLE VOTING POWER 0	(a) [] (b) [X]
CUSIP No. (1) (1) NAMH S.S. DK (2) (2) CHEC (3) SEC (4) CIT: NUMBER OF SHARES	65337Y10 E OF REF OR I.F Group LI CK THE A USE ONI	PORTING PERSON IDENTIFY APPROPRIATE APPROPRIATE Y OR PLACE (5)	ERSON TIFICATION NO. OF ABOVE PERSON TE BOX IF A MEMBER OF A GROUP E OF ORGANIZATION Delaware SOLE VOTING POWER 0	(a) [] (b) [X]
(1) NAME S.S. DK (2) CHEC (3) SEC (4) CIT: NUMBER OF SHARES BENEFICIALI	65337Y10 E OF REF OR I.F Group LI CK THE A USE ONI	PORTING PERSON IDENTIFY APPROPRIATE APPROPRIATE Y OR PLACE (5)	ERSON TIFICATION NO. OF ABOVE PERSON TE BOX IF A MEMBER OF A GROUP E OF ORGANIZATION Delaware SOLE VOTING POWER 0	(a) [] (b) [X]
CUSIP No. (1) (1) NAMH S.S. DK (2) (2) CHEC (3) SEC (4) CIT: NUMBER OF SHARES	65337Y10 E OF REF OR I.F Group LI CK THE A USE ONI	PORTING PERSON IDENTIFICATION OF THE PROPRIATION OF	ERSON TIFICATION NO. OF ABOVE PERSON TE BOX IF A MEMBER OF A GROUP E OF ORGANIZATION Delaware SOLE VOTING POWER 0 SHARED VOTING POWER	(a) [] (b) [X]
CUSIP No. ((1) NAME S.S. DK ((2) CHEC (3) SEC (4) CIT: NUMBER OF SHARES BENEFICIALI OWNED BY	65337Y10 E OF REF OR I.F Group LI CK THE A USE ONI	PORTING PERSON IDENTIFICATION OF THE PROPRIATION OF	ERSON TIFICATION NO. OF ABOVE PERSON TE BOX IF A MEMBER OF A GROUP E OF ORGANIZATION Delaware SOLE VOTING POWER 0 SHARED VOTING POWER 61,878	(a) [] (b) [X]

PERSON WI	ТН	(8)	SHARED DISPOSITIVE POWER 61,878	
	(9)		E AMOUNT BENEFICIALLY OWNED REPORTING PERSON 61,878	
	(10)		X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES	[]
	(11)		OF CLASS REPRESENTED T IN ROW (9) 0.1%	
	(12)	TYPE OF	REPORTING PERSON OO	
` '	65337Y1	 PORTING P	ERSON TIFICATION NO. OF ABOVE PERSON	PAGE 13 OF 42
DK	Manageme	ent Partn	ers LP 	
(2) CH	IECK THE A	APPROPRIA	TE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3) SE	C USE ON	 LY 		
(4) CI	TIZENSHI	P OR PLAC	E OF ORGANIZATION Delaware	
NUMBER OF	,	(5)	SOLE VOTING POWER 0	
BENEFICIA	LLY	(6)	SHARED VOTING POWER 120,302	
EACH REPORTING		(7)	SOLE DISPOSITIVE POWER 0	
	J		SHARED DISPOSITIVE POWER	
	TH	(8)	120,302	
	(9)	AGGREGAT		

			g one a. o		
	(11)		IT OF CLASS REPRE	SENTED	
		DI AMC	OUNT IN ROW (9)	0.1%	
	(12)	TYPE C	F REPORTING PERS	NO PN	
	le 13G/A No. 65337	Y102			PAGE 14 OF 42
(1)			ENTIFICATION NO.	OF ABOVE PERSON	
(2)	CHECK TH	E APPROPF	RIATE BOX IF A ME	MBER OF A GROUP	(a) []
					(a) [] (b) [X]
(3)	SEC USE	ONLY			
(4)	CITIZENS	HIP OR PI	ACE OF ORGANIZAT	ION Delaware	
	OF	(5)	SOLE VOTING PO	OWER	
SHARES BENEFI		(6)	SHARED VOTING	POWER 120,302	
EACH		(7)	SOLE DISPOSIT	IVE POWER	
REPORT PERSON	WITH			ITIVE POWER 120,302	
			SATE AMOUNT BENEF CH REPORTING PERSO	ICIALLY OWNED	
	(10)		BOX IF THE AGGRE		[]
	(11)		IT OF CLASS REPREDUNT IN ROW (9)	0.1%	
	(12)	TYPE C	F REPORTING PERS	ОО	

	ıle 13G/A No. 65337Y	7102		PAGE 15 OF 42
(1)	NAME OF R S.S. OR I Thomas L.			
(2)	CHECK THE	IATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]	
(3)	SEC USE C	NLY		
(4)	CITIZENSH	IIP OR PL	ACE OF ORGANIZATION United States	
NUMBEF		(5)	SOLE VOTING POWER	
	ICIALLY	(6)	SHARED VOTING POWER 7,262,247	
EACH	_	(7)	SOLE DISPOSITIVE POWER	
REPORT	ΓING			
PERSON	N WITH	(8)	SHARED DISPOSITIVE POWER 7,262,247	
	(9)		ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 7,262,413	
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		T OF CLASS REPRESENTED UNT IN ROW (9) 8.6%	
	(12)	TYPE O	F REPORTING PERSON IN	
	ıle 13G/A No. 65337Y	r102		PAGE 16 OF 42

(1)	S.S. OR	REPORTING I.R.S. ID . Davidso	ENTIFICATION NO. OF ABOVE PERSON	
(2)	CHECK THI	E APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE	Y		
(4)	CITIZENS	HIP OR PL	ACE OF ORGANIZATION United States	
NUMBE:		(5)	SOLE VOTING POWER 0	
BENEF	ICIALLY	(6)	SHARED VOTING POWER 7,261,314	
OWNED		(7)	SOLE DISPOSITIVE POWER 0	
REPOR'		(8)	SHARED DISPOSITIVE POWER 7,261,314	
	(9)		ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 7,261,314	
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		T OF CLASS REPRESENTED UNT IN ROW (9) 8.6%	
	(12)	TYPE O	F REPORTING PERSON IN	
	ule 13G/A No. 65337	Y102		PAGE 17 OF 42
(1)			ENTIFICATION NO. OF ABOVE PERSON	
(2)	CHECK THI	E APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]

(3) SEC USE ONLY

(4)	CITIZENS	HIP OR PLA	CE OF ORGANIZATION United States	
NUMBER SHARES		(5)	SOLE VOTING POWER 0	
	CIALLY	(6)	SHARED VOTING POWER 7,261,314	
EACH		(7)	SOLE DISPOSITIVE POWER	
REPORT		(8)	SHARED DISPOSITIVE POWER 7,261,314	
	(9)		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON 7,261,314	
	(10)		OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		OF CLASS REPRESENTED INT IN ROW (9) 8.6%	
			REPORTING PERSON	
	le 13G/A No. 65337	Y102		PAGE 18 OF 42
(1)	S.S. OR	REPORTING I.R.S. IDE Davidson	PERSON NTIFICATION NO. OF ABOVE PERSON	
(2)	CHECK THE	E APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE (
		HIP OR PLA	CE OF ORGANIZATION United States	
NUMBER SHARES		(5)	SOLE VOTING POWER 0	

BENEFI	CIALLY	(6)	SHARED	VOTING			
OWNED	ВУ				7,261,314 		
EACH		(7)	SOLE DI				
REPORT	ING				0		
PERSON	WITH	(8)	SHARED	DISPOSI	TIVE POWER 7,261,314		
	· · /	AGGREGATE BY EACH F			CIALLY OWNED N 7,261,314		
	(10)				ATE AMOUNT TAIN SHARES		[]
		PERCENT (ENTED 8.6%		
	(12)	TYPE OF F	REPORTIN	IG PERSO	 N IN		
Schedu	le 13G/A						
	No. 65337Y10	ORTING PE			OF ABOVE PERS		PAGE 19 OF 42
CUSIP (1)	No. 65337Y10 NAME OF REF S.S. OR I.F Michael J.	PORTING PE R.S. IDENT Leffell	ΓΙΓΙCATI		OF ABOVE PERS		PAGE 19 OF 42 (a) [] (b) [X]
CUSIP (1) (2)	No. 65337Y10 NAME OF REF S.S. OR I.F Michael J.	PORTING PERSON IDENTI Leffell	ΓΙΓΙCATI				 (a) []
CUSIP (1) (2) (3)	No. 65337Y10 NAME OF REF S.S. OR I.F Michael J. CHECK THE A	PORTING PER.S. IDENT Leffell	FIFICATI	F A MEM	BER OF A GROU		(a) [] (b) [X]
CUSIP (1) (2) (3) (4)	NO. 65337Y10 NAME OF REF S.S. OR I.F Michael J. CHECK THE A	PORTING PER.S. IDENTI Leffell	FIFICATI	F A MEM	BER OF A GROU ON United Stat		(a) [] (b) [X]
CUSIP (1) (2) (3) (4)	NO. 65337Y10 NAME OF REF S.S. OR I.F Michael J. CHECK THE A SEC USE ONI CITIZENSHIF	PORTING PER.S. IDENTI Leffell	FIFICATI	F A MEM	BER OF A GROU ON United Stat	es	(a) [] (b) [X]
CUSIP (1) (2) (3) (4) NUMBER SHARES	NO. 65337Y10 NAME OF REF S.S. OR I.F Michael J. CHECK THE A SEC USE ONI CITIZENSHIF OF	PORTING PER.S. IDENTI Leffell	FIFICATI FIE BOX I	F A MEM	BER OF A GROU ON United Stat WER 0	es	(a) [] (b) [X]
CUSIP (1) (2) (3) (4) NUMBER SHARES BENEFI	NO. 65337Y10 NAME OF REF S.S. OR I.F Michael J. CHECK THE A SEC USE ONI CITIZENSHIF OF	PORTING PER.S. IDENT Leffell	FIFICATI FE BOX I FOR SOLE VO SHARED	GANIZATI	BER OF A GROU ON United Stat O POWER 7,261,314 VE POWER	es	(a) [] (b) [X]
CUSIP (1) (2) (3) (4) NUMBER SHARES BENEFI OWNED	NO. 65337Y10 NAME OF REF S.S. OR I.F Michael J. CHECK THE A SEC USE ONI CITIZENSHIF OF CIALLY BY	PORTING PER.S. IDENT Leffell Leffell Leppropriat Or OR PLACE (5)	FIFICATI FE BOX I FOR SOLE VO SHARED	GANIZATI	BER OF A GROU ON United Stat WER 0 POWER 7,261,314	es	(a) [] (b) [X]

				7,261,314	
	(9)			ENEFICIALLY OWNED	
		BY EACH	REPORTING 1	7,261,314	
	(10)			GGREGATE AMOUNT S CERTAIN SHARES	[]
	(11)	PERCENT	OF CLASS R	EPRESENTED	
		BY AMOU	NT IN ROW (9) 8.6%	
	(12)	TYPE OF	REPORTING	PERSON IN	
Schedule CUSIP No	e 13G/A o. 65337Y1	02			PAGE 20 OF 42
	IAME OF RE			NO. OF ABOVE PERSON	
S	S.S. OR I. Cimothy I.		INTIL ICATION	No. of Above Ferdon	
S T	Cimothy I.	Levart 		A MEMBER OF A GROUP	(a) [] (b) [X]
S T (2) C	Cimothy I.	Levart APPROPRI			
(2) C	Cimothy I.	LevartAPPROPRI LY		A MEMBER OF A GROUP	(b) [x]
(2) C	Cimothy I.	Levart APPROPRI LY P OR PLA	ATE BOX IF	A MEMBER OF A GROUP IZATION United Kingdom &	(b) [x]
(2) C (3) S (4) C NUMBER O SHARES BENEFICI	Cimothy I.	Levart	ATE BOX IF A	A MEMBER OF A GROUP IZATION United Kingdom & NG POWER 0 IING POWER 7,261,314	(b) [X]
S T (2) C (3) S (4) C NUMBER O SHARES BENEFICI OWNED BY	Cimothy I.	Levart	ATE BOX IF A	A MEMBER OF A GROUP IZATION United Kingdom & NG POWER 0 IING POWER 7,261,314	(b) [X]
S T (2) C (3) S (4) C NUMBER O SHARES BENEFICI OWNED BY EACH	Cimothy I.	Levart APPROPRI LY P OR PLA (5)	ATE BOX IF A	A MEMBER OF A GROUP IZATION United Kingdom & NG POWER 0 IING POWER 7,261,314	(b) [X]
S T (2) C (3) S (4) C NUMBER O SHARES BENEFICI OWNED BY EACH REPORTIN	Cimothy I.	Levart APPROPRI LY P OR PLA (5) (6)	ATE BOX IF A	A MEMBER OF A GROUP IZATION United Kingdom & NG POWER 0 IING POWER 7,261,314 DSITIVE POWER 0 SPOSITIVE POWER 7,261,314	(b) [X]
S T (2) C (3) S (4) C NUMBER O SHARES BENEFICI OWNED BY EACH REPORTIN	Cimothy I.	Levart APPROPRI LY P OR PLA (5) (6) (7) (8) AGGREGA	ATE BOX IF A	A MEMBER OF A GROUP IZATION United Kingdom & NG POWER 0 IING POWER 7,261,314 DSITIVE POWER 0 SPOSITIVE POWER 7,261,314 ENEFICIALLY OWNED	United States

	(11)		T OF CLASS REPRESENTED UNT IN ROW (9) 8.6%	
		TYPE O	F REPORTING PERSON IN	
	le 13G/A No. 65337Y	7102		PAGE 21 OF 42
(1)	NAME OF F S.S. OR I Robert J.	R.S. ID	ENTIFICATION NO. OF ABOVE PERSON	
(2)	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE C	NLY		
(4)	CITIZENSE	IIP OR PL	ACE OF ORGANIZATION United States	
	OF	(5)	SOLE VOTING POWER 0	
SHARES BENEFIC	CIALLY	(6)	SHARED VOTING POWER 7,261,314	
EACH REPORT:	ING	(7)	SOLE DISPOSITIVE POWER 0	
		(8)	SHARED DISPOSITIVE POWER 7,261,314	
	(9)		ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 7,261,314	
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		T OF CLASS REPRESENTED UNT IN ROW (9) 8.6%	
	(12)	TYPE O	F REPORTING PERSON IN	

	le 13G/A No. 65337Y1	102			PAGE 22 OF 42
(1)	NAME OF RI S.S. OR I Eric P. E	.R.S. IDE		. OF ABOVE PERSON	
(2)	CHECK THE	APPROPRI	IATE BOX IF A M	EMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE ON	NLY			
(4)	CITIZENSH	IP OR PLA	ACE OF ORGANIZA	TION United States	
NUMBER SHARES	OF	(5)	SOLE VOTING	0	
	CIALLY	(6)	SHARED VOTIN	G POWER 7,261,314	
OWNED EACH REPORT		(7)	SOLE DISPOSI	TIVE POWER 0	
PERSON	WITH	(8)	SHARED DISPO	SITIVE POWER 7,261,314	
	(9)		ATE AMOUNT BENE H REPORTING PER		
	(10)		BOX IF THE AGGR		[]
	(11)		F OF CLASS REPR JNT IN ROW (9)	ESENTED 8.6%	
	(12)	TYPE OF	F REPORTING PER	SON IN	
			_		

Schedule 13G/A CUSIP No. 65337Y102

PAGE 23 OF 42

		Lugai i i	iling. Nextwave Wireless Inc Form SC	130/A
(1)	S.S. OR	REPORTING I.R.S. IDI A. Yoselo:	ENTIFICATION NO. OF ABOVE PERSON	
(2)	CHECK THE	E APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE (ONLY		
(4)	CITIZENS	HIP OR PL	ACE OF ORGANIZATION United States	
NUMBER SHARES	OF	(5)	SOLE VOTING POWER 0	
BENEFI	CIALLY	(6)	SHARED VOTING POWER 7,261,314	
OWNED :	ВҮ	(7)	SOLE DISPOSITIVE POWER 0	
REPORT	ING			
PERSON	WITH	(8)	SHARED DISPOSITIVE POWER 7,261,314	
	(9)		ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 7,261,314	
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		I OF CLASS REPRESENTED JNT IN ROW (9) 8.6%	
	(12)	TYPE OI	F REPORTING PERSON IN	
	le 13G/A No. 653371	Y102		PAGE 24 OF 42
(1)			PERSON ENTIFICATION NO. OF ABOVE PERSON	
(2)	CHECK THE	E APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]

(3)	SEC USE ON	ILY 	
(4)	CITIZENSHI	P OR PLAC	CE OF ORGANIZATION United States
NUMBER (OF	(5)	SOLE VOTING POWER
SHARES			0
BENEFIC	IALLY	(6)	SHARED VOTING POWER
OWNED BY	Y		7,261,314
EACH		(7)	SOLE DISPOSITIVE POWER
REPORTI	NG.	(')	0
		(8)	SHARED DISPOSITIVE POWER
			7,261,314
	(9)		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON
			7,261,314
	(10)		DX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES []
	(11)		OF CLASS REPRESENTED
		BY AMOUN	NT IN ROW (9) 8.6%
	(12)	TYPE OF	REPORTING PERSON IN
Schedule CUSIP No	e 13G/A o. 65337Y1	.02	PAGE 25 OF 42
ITEM 1(a	a).	NAME OF	ISSUER:
		Nextwave	e Wireless Inc. (the "Company")
ITEM 1()	o).	ADDRESS	OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
			igh Bluff Drive go, CA 92130
ITEM 2(a	a).	NAME OF	PERSON FILING:
			led by each of the entities and persons listed below, referred to herein as the "Reporting Persons":

(i) Davidson Kempner Partners, a New York limited partnership ("DKP");

- (ii) Davidson Kempner Institutional Partners, L.P., a Delaware limited
 partnership ("DKIP");
- (iii) M. H. Davidson & Co., a New York limited partnership ("CO");
- (iv) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL");
- (v) Serena Limited, a Cayman Islands corporation ("Serena");
- (vi) Davidson Kempner Distressed Opportunities Fund LP, a Delaware limited partnership ("DKDOF");
- (viii) MHD Management Co., a New York limited partnership and the general partner of DKP ("MHD");
- (ix) Davidson Kempner Advisers Inc., a New York corporation and the general partner of DKIP ("DKAI"), which is registered as an investment adviser with the U.S. Securities and Exchange Commission;
- (x) Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company and the manager of DKIL and Serena ("DKIA"); and
- (xi) DK Group LLC, a Delaware limited liability company and the general partner of DKDOF ("DKG");
- (xii) DK Management Partners LP, a Delaware limited partnership and the investment manager of DKDOI ("DKMP");

Schedule 13G/A CUSIP No. 65337Y102

PAGE 26 OF 43

- (xiii) DK Stillwater GP LLC, a Delaware limited liability company and the general partner of DKMP ("DKS"); and
- (xiv) Messrs. Thomas L. Kempner, Jr., Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein and Avram Z. Friedman (collectively, the "Principals"), who are the general partners of CO and MHD, the sole managing members of DKIA and DKG and the sole stockholders of DKAI. Messrs. Thomas L. Kempner, Jr. and Timothy I. Levart are Executive Managing Member and Deputy Executive Managing Member, respectively, of DKS, and along with Messrs. Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein and Avram Z. Friedman are limited partners of DKMP.
- ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

ITEM 2(c). CITIZENSHIP:

- (i) DKP a New York limited partnership
- (ii) DKIP a Delaware limited partnership
- (iii) CO a New York limited partnership
- (iv) DKIL a British Virgin Islands corporation
- (v) Serena a Cayman Islands corporation
- (vi) DKDOF a Delaware limited partnership
- (vii) DKDOI a Cayman Islands corporation
- (viii) MHD a New York limited partnership
- (ix) DKAI a New York corporation
- (x) DKIA a Delaware limited liability company
- (xi) DKG a Delaware limited liability company
- (xii) DKMP a Delaware limited partnership
- (xiii) DKS a Delaware limited liability company
- (xiv) Thomas L. Kempner, Jr. United States
- (xv) Marvin H. Davidson United States

Schedule 13G/A CUSIP No. 65337Y102

PAGE 27 OF 42

- (xvi) Stephen M. Dowicz United States
- (xvii) Scott E. Davidson United States
- (xviii) Michael J. Leffell United States
- (xix) Timothy I. Levart United Kingdom & United States
- (xx) Robert J. Brivio, Jr. United States
- (xxi) Eric P. Epstein United States
- (xxii) Anthony A. Yoseloff United States
- (xxiii) Avram Z. Friedman United States

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

COMMON STOCK PAR VALUE \$0.001 PER SHARE

ITEM 2(e). CUSIP NUMBER:

65337Y102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) [] Broker or dealer registered under Section 15 of the Act;
- (b) [] Bank as defined in Section 3(a)(6) of the Act;
- (c) [] Insurance Company as defined in Section 3(a)(19) of the Act;
- (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940;
- (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F);
- (g) [] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;

Schedule 13G/A CUSIP No. 65337Y102

PAGE 28 OF 42

(j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

The Principals may be deemed to beneficially own an aggregate of 7,261,314 Shares as a result of their voting and dispositive power over the 7,261,314 Shares beneficially owned by DKP, DKIP, DKIL, Serena, CO, DKDOF and DKDOI.(1)

DKIA may be deemed to beneficially own the 2,913,092 Shares beneficially owned by DKIL and the 100,442 Shares beneficially owned by Serena as a result of its voting and dispositive power over those Shares. DKAI may be deemed to beneficially own the 2,432,048 Shares beneficially owned by DKIP as a result of its voting and dispositive power over those Shares. MHD may be deemed to beneficially own the 1,446,902 Shares beneficially owned by DKP as a result of its voting and dispositive power over those Shares. DKG may be deemed to beneficially own the 61,878 Shares beneficially owned by DKDOF as a result of its voting and dispositive power over those Shares. DKMP and DKS may

be deemed to beneficially own the 120,302 Shares beneficially owned by DKDOI as a result of their voting and dispositive power over those Shares.

In addition, Mr. Kempner may be deemed to beneficially own the following Shares: Thomas L. Kempner, Jr. Individual Retirement Account ("IRA"), as to 166 Shares; Katheryn C. Patterson ("Patterson"), as to 683 Shares; Katheryn C. Patterson Individual Retirement Account ("Patterson IRA"), as to 250 Shares. Patterson is Mr. Kempner's spouse.

A. DKP

- (a) Amount beneficially owned: 1,446,902
- (b) Percent of class: 1.7%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 1,446,902
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 1,446,902

B. DKIP

- (a) Amount beneficially owned: 2,432,048
- (b) Percent of class: 2.9%

._____

(1) The following foundations and trusts hold securities of the issuer and were established by the Principals: Thomas L. Kempner Jr. Foundation Inc. (1,100); Thomas Kempner and Thomas L. Kempner Jr. Trustees U/A/D FBO Thomas Nathaniel Kempner (16); Thomas L. Kempner, Thomas L. Kempner Trustees U/A/D FBO Trevor M. Kempner (33); John Freund and Mada Lyn Ciocca Trustees U/A/D FBO Jessica Kempner (33). The securities held by the trusts and foundations are not included with the holdings of the Principals on this Schedule 13G. The Reporting Persons disclaim beneficial ownership over these Shares pursuant to Section 16 of the Securities Exchange Act of 1934.

Schedule 13G/A CUSIP No. 65337Y102

PAGE 29 OF 42

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,432,048
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,432,048

C. CO

- (a) Amount beneficially owned: 186,651
- (b) Percent of class: 0.2%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 186,651
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 186,651

D. DKIL

- (a) Amount beneficially owned: 2,913,092
- (b) Percent of class: 3.4%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,913,092
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,913,092

E. Serena

- (a) Amount beneficially owned: 100,442
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0

Schedule 13G/A CUSIP No. 65337Y102

PAGE 30 OF 42

- (ii) shared power to vote or to direct the vote: 100,442
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 100,442

F. DKDOF

(a) Amount beneficially owned: 61,878

(b) Percent of class: 0.1% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 61,878 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 61,878 DKDOI G. Amount beneficially owned: 120,302 (b) Percent of class: 0.1% Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 120,302 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 120,302 MHD н. Amount beneficially owned: 1,446,902 (a) (b) Percent of class: 1.7% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 1,446,902 (iii) sole power to dispose or to direct the disposition: 0 Schedule 13G/A CUSIP No. 65337Y102 PAGE 31 OF 42 (iv) shared power to dispose or to direct the disposition: 1,446,902 DKAT Т (a) Amount beneficially owned: 2,432,048 (b) Percent of class: 2.9%

J.

Κ.

L.

(C) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 2,432,048 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 2,432,048 DKIA (a) Amount beneficially owned: 3,013,534 Percent of class: 3.6 % (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 3,013,534 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 3,013,534 DKG Amount beneficially owned: 61,878 (a) Percent of class: 0.1% (b) (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 61,878 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 61,878 Schedule 13G/A CUSIP No. 65337Y102 PAGE 31 OF 42 DKMP (a) Amount beneficially owned: 120,302 (b) Percent of class: 0.1%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

- (ii) shared power to vote or to direct the vote: 120,302
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 120,302
- M. DKS
 - (a) Amount beneficially owned: 120,302
 - (b) Percent of class: 0.1%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 120,302
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 120,302
- N. Thomas L. Kempner, Jr.
 - (a) Amount beneficially owned: 7,262,413
 - (b) Percent of class: 8.6%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 166
 - (ii) shared power to vote or to direct the vote: 7,262,247
 - (iii) sole power to dispose or to direct the disposition: 166
 - (iv) shared power to dispose or to direct the disposition: 7,262,247
- O. Marvin H. Davidson
 - (a) Amount beneficially owned: 7,261,314
 - (b) Percent of class: 8.6%

Schedule 13G/A CUSIP No. 65337Y102

PAGE 32 OF 42

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,261,314

- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 7,261,314
- P. Stephen M. Dowicz
 - (a) Amount beneficially owned: 7,261,314
 - (b) Percent of class: 8.6%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,261,314
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,261,314
- Q. Scott E. Davidson
 - (a) Amount beneficially owned: 7,261,314
 - (b) Percent of class: 8.6%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,261,314
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,261,314
- R. Michael J. Leffell
 - (a) Amount beneficially owned. 7,261,314
 - (b) Percent of class: 8.6%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0

Schedule 13G/A CUSIP No. 65337Y102

PAGE 34 OF 42

- (ii) shared power to vote or to direct the vote: 7,261,314
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition:

7,261,314

- S. Timothy I. Levart
 - (a) Amount beneficially owned: 7,261,314
 - (b) Percent of class: 8.6%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,261,314
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,261,314
- T. Robert J. Brivio, Jr.
 - (a) Amount beneficially owned: 7,261,314
 - (b) Percent of class: 8.6%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,261,314
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,261,314
- U. Eric P. Epstein
 - (a) Amount beneficially owned: 7,261,314
 - (b) Percent of class: 8.6%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,261,314
 - (iii) sole power to dispose or to direct the disposition: 0

Schedule 13G/A CUSIP No. 65337Y102

PAGE 35 OF 42

- (iv) shared power to dispose or to direct the disposition: 7,261,314
- V. Anthony A. Yoseloff

- (a) Amount beneficially owned: 7,261,314
- (b) Percent of class: 8.6%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,261,314
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,261,314
- W. Avram Z. Friedman
 - (a) Amount beneficially owned: 7,261,314
 - (b) Percent of class: 8.6%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,261,314
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,261,314
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Schedule 13G/A CUSIP No. 65337Y102

PAGE 36 OF 42

- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
 - See Item 4.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

Each of the Reporting Persons hereby makes the following certification:

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Schedule 13G/A CUSIP No. 65337Y102

PAGE 37 OF 42

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: June 15, 2007

DAVIDSON KEMPNER PARTNERS By: MHD Management Co., its General Partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

By: Davidson Kempner Advisers Inc.,

its General Partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: President

M.H. DAVIDSON & CO.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD.

By: Davidson Kempner International Advisors,

L.L.C.,

its Investment Manager

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

SERENA LIMITED

By: Davidson Kempner International Advisors,

L.L.C.,

its Investment Manager

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

Schedule 13G/A CUSIP No. 65337Y102

PAGE 38 OF 42

DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES FUND LP

By: DK Group LLC its General Partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES INTERNATIONAL LTD.

By: DK Management Partners LP

its Investment Manager

By: DK Stillwater GP LLC, its general partner

/S/ THOMAS L. KEMPNER, JR.

· ------

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

MHD MANAGEMENT CO.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: President

DAVIDSON KEMPNER INTERNATIONAL ADVISORS, L.L.C.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK GROUP LLC

Schedule 13G/A CUSIP No. 65337Y102 /S/ THOMAS L. KEMPNER, JR.

	Thomas L. Kempner, Jr. Executive Managing Member
	PAGE 39 OF 42
	NAGEMENT PARTNERS LP DK Stillwater GP LLC, its general partn
/S/ TH	HOMAS L. KEMPNER, JR.
	Thomas L. Kempner, Jr. Executive Managing Member
DK STI	LLWATER GP LLC
/S/ TH	IOMAS L. KEMPNER, JR.
	Thomas L. Kempner, Jr. Executive Managing Member
	HOMAS L. KEMPNER, JR.
	s L. Kempner, Jr.
/S/ MA	ARVIN H. DAVIDSON
	H. Davidson
/S/ SI	CEPHEN M. DOWICZ
Stephe	en M. Dowicz
/s/ sc	COTT E. DAVIDSON
Scott	E. Davidson
/S/ MI	CHAEL J. LEFFELL
 Michae	el J. Leffell
/S/ TI	MOTHY I. LEVART
 Timoth	ny I. Levart
/S/ RC	DBERT J. BRIVIO, JR.
 Robert	J. Brivio, Jr.
/S/ EF	RIC P. EPSTEIN
Eric F	P. Epstein
/S/ AN	THONY A. YOSELOFF

Anthony A. Yoseloff

/S/ AVRAM Z. FRIEDMAN

Avram Z. Friedman

Schedule 13G/A CUSIP No. 65337Y102

PAGE 40 OF 42

EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: June 15, 2007

DAVIDSON KEMPNER PARTNERS By: MHD Management Co., its General Partner

/S/ THOMAS L. KEMPNER, JR.

· ------

Name: Thomas L. Kempner, Jr. Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

By: Davidson Kempner Advisers Inc.,

its General Partner

/S/ THOMAS L. KEMPNER, JR.

·

Name: Thomas L. Kempner, Jr.

Title: President

M.H. DAVIDSON & CO.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD.

By: Davidson Kempner International Advisors,

L.L.C.,

its Investment Manager

Schedule 13G/A CUSIP No. 65337Y102

/S/ THOMAS L. KEMPNER, JR. _____ Name: Thomas L. Kempner, Jr. Title: Executive Managing Member PAGE 41 OF 42 SERENA LIMITED By: Davidson Kempner International Advisors, its Investment Manager /S/ THOMAS L. KEMPNER, JR. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES FUND LP By: DK Group LLC its General Partner /S/ THOMAS L. KEMPNER, JR. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES INTERNATIONAL LTD. By: DK Management Partners LP its Investment Manager By: DK Stillwater GP LLC, its general partner /S/ THOMAS L. KEMPNER, JR. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member MHD MANAGEMENT CO. /S/ THOMAS L. KEMPNER, JR. _____ Name: Thomas L. Kempner, Jr. Title: Managing Partner DAVIDSON KEMPNER ADVISERS INC. /S/ THOMAS L. KEMPNER, JR. _____ Name: Thomas L. Kempner, Jr. Title: President

DAVIDSON KEMPNER INTERNATIONAL

ADVISORS, L.L.C.

Schedule 13G/A CUSIP No. 65337Y102 /S/ THOMAS L. KEMPNER, JR.

	Thomas L. Kempner, Jr. Executive Managing Member
	PAGE 42 OF 42
DK GROU	JP LLC
/S/ THO	DMAS L. KEMPNER, JR.
	Thomas L. Kempner, Jr. Executive Managing Member
	AGEMENT PARTNERS LP K Stillwater GP LLC, its general partne
/S/ THO	DMAS L. KEMPNER, JR.
	Thomas L. Kempner, Jr. Executive Managing Member
DK STII	LLWATER GP LLC
/S/ THO	DMAS L. KEMPNER, JR.
	Thomas L. Kempner, Jr. Executive Managing Member
/S/ THO	DMAS L. KEMPNER, JR.
Thomas	L. Kempner, Jr.
/S/ MAI	RVIN H. DAVIDSON
Marvin	H. Davidson
/S/ STI	EPHEN M. DOWICZ
Stepher	n M. Dowicz
/s/ sc	DTT E. DAVIDSON
Scott I	E. Davidson
/S/ MIC	CHAEL J. LEFFELL
Michael	J. Leffell
/S/ TIM	MOTHY I. LEVART
Timothy	/ I. Levart
/S/ ROI	BERT J. BRIVIO, JR.

Robert J. Brivio, Jr.

/S/ ERIC P. EPSTEIN

Eric P. Epstein

/S/ ANTHONY A. YOSELOFF

Anthony A. Yoseloff

/S/ AVRAM Z. FRIEDMAN