

NII HOLDINGS INC  
Form 8-K  
September 08, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): September 7, 2005**

**NII HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-32421**  
(Commission File Number)

**91-1671412**  
(I.R.S. Employer  
Identification No.)

**10700 Parkridge Boulevard, Suite 600  
Reston, Virginia**  
(Address of principal executive offices)

**20191**  
(Zip Code)

Registrant's telephone number, including area code: **(703) 390-5100**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit No.	Description
1.1	Form of Underwriting Agreement dated September 7, 2005 between the Registrant, NII Holdings, Inc., the Selling Stockholder, Nextel Communications, Inc., and the Underwriter, Bear, Stearns & Co. Inc.

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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 hereunto duly authorized.

**NII HOLDINGS, INC.**

(Registrant)

Dated: September 8, 2005

By: /s/ Robert J. Gilker

Robert J. Gilker

Vice President and General Counsel

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**EXHIBIT INDEX**

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