

Pendrell Corp
Form 4
November 29, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCAW CRAIG

(Last) (First) (Middle)

2300 CARILLON POINT

(Street)

KIRKLAND, WA 98033

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Pendrell Corp [PCO]

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock	11/27/2012		M		3,000,000	A \$ 0.01	3,000,000	I	By: Eagle River Investments, LLC ⁽¹⁾
Class A Common Stock							90,909	D	
Class A Common Stock							2,339,724	I	By: Eagle River, Inc. ⁽²⁾
Class A Common							20,696,037	I	By: Eagle River

Stock				Satellite Holdings, LLC ⁽³⁾
Class A Common Stock	17,932,651	I		By: Eagle River Partners, LLC ⁽⁴⁾
Class B Common Stock	44,360,000	I		By: Eagle River Satellite Holdings, LLC ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrant (Right to Buy)	\$ 0.01	11/27/2012		M		3,000,000		12/12/2002 ⁽⁵⁾	12/12/2012	Class A Common Stock	3,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCAWE CRAIG 2300 CARILLON POINT KIRKLAND, WA 98033	X	X		

Signatures

/s/ Timothy M. Dozois,
attorney-in-fact

11/28/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares were issued to Eagle River Investments, LLC ("ERI") upon the exercise of a warrant that was issued to ERI on December 12, 2002. The warrant was reported as directly owned by ERI in Table II of Form 3 filed by ERI on July 13, 2006. The Reporting Person is

(1) the sole manager and beneficial member of ERI, and as such may be deemed to share the power to vote or to direct the voting of, or to dispose or to direct the disposition of, the Issuer's securities beneficially owned by ERI. The Reporting Person disclaims beneficial ownership of the Issuer's securities directly owned by ERI, except to the extent of any pecuniary interest therein.

(2) The Reporting Person is the sole shareholder of Eagle River, Inc.

The Reporting Person is the sole manager and beneficial member of ERI, which is the sole member of Eagle River Satellite Holdings, LLC ("ERSH") and as such may be deemed to share the power to vote or to direct the vote, or to dispose of or direct the disposition of,

(3) the Issuer's securities beneficially owned by ERSR. The Reporting Person disclaims beneficial ownership of the Issuer's securities beneficially owned by ERSR, except to the extent of any pecuniary interest.

The Reporting Person is the beneficial member of Eagle River Partners, LLC ("ERP"), and as such may be deemed to share the power to

(4) vote or to direct the vote, or to dispose or direct the disposition of, the Issuer's securities beneficially owned by ERP. The Reporting Person disclaims beneficial ownership of the Issuer's securities directly owned by ERP, except to the extent of any pecuniary interest.

(5) Fully exercisable upon issuance.

The warrant was issued to ERI on December 12, 2002 and was reported as directly owned by ERI in Table II of Form 3 filed by ERI on July 13, 2006. The Reporting Person is the sole manager and beneficial member of ERI, and as such may be deemed to share the power to

(6) vote or to direct the voting of, or to dispose or to direct the disposition of, the Issuer's securities beneficially owned by ERI. The Reporting Person disclaims beneficial ownership of the Issuer's securities directly owned by ERI, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.