

IRIDIUM COMMUNICATIONS INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/18/17

Address	1750 TYSONS BOULEVARD SUITE 1400 MCLEAN, VA 22102
Telephone	301-571-6200
CIK	0001418819
Symbol	IRDM
SIC Code	3669 - Communications Equipment, Not Elsewhere Classified
Industry	Wireless Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

IRIDIUM COMMUNICATIONS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-1344998
(I.R.S. Employer
Identification No.)

1750 Tysons Boulevard, Suite 1400
McLean, VA 22102
(Address of registrant's principal executive offices) (Zip Code)

Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan
(Full title of the Plan)

Matthew J. Desch
Chief Executive Officer
Iridium Communications Inc.
1750 Tysons Boulevard, Suite 1400
McLean, VA 22102
(Name and address of agent for service)

(703) 287-7400
(Telephone number, including area code, of agent for service)

Copy to:

Brian F. Leaf, Esq.
Cooley LLP
One Freedom Square, Reston Town Center
11951 Freedom Drive
Reston, VA 20190-5656
(703) 456-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- | | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging Growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
Common Stock, par value \$0.001 per share	5,199,239	\$9.90	\$51,472,466	\$5,965.66

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on May 12, 2017.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Iridium Communications Inc. (the “*Registrant*”) for the purpose of registering an additional 5,199,239 shares of the Registrant’s Common Stock to be issued pursuant to the Registrant’s Amended and Restated 2015 Equity Incentive Plan (the “*2015 Plan*”). The Registrant previously registered 23,203,009 shares of the Registrant’s Common Stock reserved for issuance under the 2015 Plan pursuant to the Registrant’s Registration Statement on Form S-8 (File No. 333-204236), filed with the Securities and Exchange Commission on May 15, 2015.

The total number of shares authorized for issuance under the 2015 Plan as of the date of this Registration Statement is 28,402,248 shares, consisting of (i) 9,400,000 shares authorized for issuance under the 2015 Plan on May 12, 2015 pursuant to the approval of the 2015 Equity Incentive Plan by the Registrant’s stockholders at its 2015 annual meeting of stockholders, (ii) 8,000,000 additional shares authorized for issuance under the 2015 Plan on May 11, 2017 pursuant to the approval of the Amended and Restated 2015 Equity Incentive Plan by the Registrant’s stockholders at its 2017 annual meeting of stockholders, (iii) 2,397,991 shares of Common Stock that remained available for issuance under the Registrant’s 2012 Equity Incentive Plan as of the original adoption of the 2015 Equity Incentive Plan, and (iv) up to 8,604,257 shares of Common Stock that have returned or may return to the share reserve of the 2015 Plan pursuant to the forfeiture or cancellation of outstanding awards granted under the Registrant’s 2009 Stock Incentive Plan and the Registrant’s 2012 Equity Incentive Plan, as further described in the 2015 Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have heretofore been filed by the Registrant with the Securities and Exchange Commission pursuant to the Securities Act and pursuant to the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), are incorporated herein by reference:

- the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Commission on February 23, 2017 (the "*2016 Form 10-K*");
- the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017, filed with the Commission on April 27, 2017;
- the information specifically incorporated by reference into the 2016 Form 10-K from the Registrant's definitive proxy statement on Schedule 14A, filed with the Commission on March 30, 2017;
- the Registrant's Current Report on Form 8-K, filed with the Commission on March 7, 2017;
- the Registrant's Current Report on Form 8-K, filed with the Commission on May 16, 2017 (with the exception of the information furnished under Item 7.01 therein); and
- the description of the Registrant's common stock contained in the Registrant's Current Report on Form 8-K filed with the Commission on September 29, 2009, incorporated by reference in Item 1 of the Registrant's Registration Statement on Form 8-A under the Exchange Act, as amended, filed with the Commission on October 15, 2009, and all amendments or reports filed for the purpose of updating such description.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than current reports furnished under Item 2.02 and Item 7.01 of Form 8-K and exhibits filed with such form that are related to such items) prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents.

Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed and incorporated document modifies or supersedes such statement. Any statement contained in an incorporated document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed incorporated document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Registrant's Exchange Act file number with the Commission is 001-33963.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law (the “*DGCL*”) provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee of or agent to the Registrant. The statute provides that it is not exclusive of other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for payments of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit.

The Registrant’s restated certificate of incorporation provides that a director of the Registrant shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware law.

In addition, the Registrant has entered into indemnification agreements with each of its directors and officers and maintains liability insurance for its directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that the undertakings set forth in clauses (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended, that are incorporated by reference in this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from the registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of McLean, Commonwealth of Virginia, on this 18th day of May, 2017.

IRIDIUM COMMUNICATIONS INC.

By: /s/ Matthew J. Desch
Matthew J. Desch
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Matthew J. Desch, Thomas J. Fitzpatrick and Thomas D. Hickey, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Matthew J. Desch</u> Matthew J. Desch	Chief Executive Officer and Director (Principal Executive Officer)	May 18, 2017
<u>/s/ Thomas J. Fitzpatrick</u> Thomas J. Fitzpatrick	Chief Financial Officer, Chief Administrative Officer and Director (Principal Financial Officer)	May 18, 2017
<u>/s/ Richard P. Nyren</u> Richard P. Nyren	Vice President and Controller (Principal Accounting Officer)	May 18, 2017
<u>/s/ Robert H. Niehaus</u> Robert H. Niehaus	Director and Chairman of the Board	May 18, 2017
<u>/s/ Thomas C. Canfield</u> Thomas C. Canfield	Director	May 18, 2017
<u>/s/ Jane L. Harman</u> Jane L. Harman	Director	May 18, 2017
<u>/s/ Alvin B. Krongard</u> Alvin B. Krongard	Director	May 18, 2017
<u>/s/ Eric T. Olson</u> Eric T. Olson	Director	May 11, 2017
<u>/s/ Steven B. Pfeiffer</u> Steven B. Pfeiffer	Director	May 18, 2017
<u>/s/ Parker W. Rush</u> Parker W. Rush	Director	May 18, 2017
<u>/s/ Henrik O. Schliemann</u> Henrik O. Schliemann	Director	May 11, 2017
<u>S. Scott Smith</u> S. Scott Smith	Chief Operating Officer and Director	May 11, 2017
<u>/s/ Barry J. West</u> Barry J. West	Director	May 18, 2017

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.1	Amended and Restated Certificate of Incorporation, incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed with the SEC on September 29, 2009.
3.2	Certificate of Designations of Iridium Communications Inc. filed on October 3, 2012 with the Secretary of State of the State of Delaware designating the preferences, limitations, voting powers and relative rights of the 7% Series A Cumulative Perpetual Convertible Preferred Stock, incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on October 3, 2012.
3.3	Certificate of Designations of Iridium Communications Inc. filed on May 14, 2014 with the Secretary of State of the State of Delaware designating the preferences, limitations, voting powers and relative rights of the 6.75% Series B Cumulative Perpetual Convertible Preferred Stock, incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 8-A filed with the SEC on May 14, 2014.
3.4	Certificate of Amendment to Second Amended and Restated Certificate of Incorporation dated May 12, 2015, incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed with the SEC on May 15, 2015.
3.5	Amended and Restated Bylaws, incorporated herein by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K, filed with the SEC on May 15, 2015.
4.1	Specimen Common Stock Certificate, incorporated herein by reference to Exhibit 4.2 of the Registrant's Registration Statement on Form S-1 (Registration No. 333-147722), filed with the SEC on February 4, 2008.
5.1*	Opinion of Cooley LLP with respect to legality of securities being registered hereunder.
10.1	Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K filed on May 16, 2017.
10.2	Forms of Option Grant Notice and Option Agreement for use in connection with the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.2 to the Registrant's current report on Form 8-K filed on May 15, 2015.
10.3	Forms of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement for use in connection with the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.3 to the Registrant's current report on Form 8-K filed on May 15, 2015.
10.4	Forms of Non-Employee Director Option Grant Notice and Non-Employee Director Option Agreement for use in connection with the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.4 to the Registrant's current report on Form 8-K filed on May 15, 2015.
10.5	Forms of Non-Employee Director Restricted Stock Unit Award Grant Notice and Non-Employee Director Restricted Stock Unit Award Agreement for use in connection with the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.5 to the Registrant's current report on Form 8-K filed on May 15, 2015.
10.6	UK Sub-Plan of the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.6 to the Registrant's current report on Form 8-K filed on May 15, 2015.

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- 10.7 Forms of UK Option Grant Notice and UK Option Agreement for use in connection with the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.7 to the Registrant's current report on Form 8-K filed on May 15, 2015.
- 10.8 Forms of UK Restricted Stock Unit Award Grant Notice and UK Restricted Stock Unit Award Agreement for use in connection with the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.8 to the Registrant's current report on Form 8-K filed on May 15, 2015.
- 10.9 Forms of UK Non-Employee Director Option Grant Notice and UK Non-Employee Director Option Agreement for use in connection with the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.9 to the Registrant's current report on Form 8-K filed on May 15, 2015.
- 10.10 Forms of UK Non-Employee Director Restricted Stock Unit Award Grant Notice and UK Non-Employee Director Restricted Stock Unit Award Agreement for use in connection with the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.10 to the Registrant's current report on Form 8-K filed on May 15, 2015.
- 23.1* Consent of Ernst & Young LLP, independent registered public accounting firm.
- 23.2* Consent of Cooley LLP (reference is made to Exhibit 5.1 filed herewith).
- 24.1* Powers of Attorney (included as part of the signature page to this Registration Statement).

* Filed herewith.



Brian F. Leaf
T: 703 456-8053
bleaf@cooley.com

EXHIBIT 5.1

May 18, 2017

Iridium Communications Inc.
1750 Tysons Boulevard, Suite 1400
McLean, Virginia 22102

Ladies and Gentlemen:

You have requested our opinion, as counsel to Iridium Communications Inc., a Delaware corporation (the “*Company*”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission covering the offering of up to an additional 5,199,239 shares (the “*Shares*”) of the Company’s Common Stock, par value \$0.001 per share (the “*Shares*”), pursuant to the Company’s Amended and Restated 2015 Equity Incentive Plan (the “*Amended 2015 Plan*”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company’s Amended and Restated Certificate of Incorporation, as amended, and the Company’s Amended and Restated Bylaws, each as currently in effect, (c) the Amended 2015 Plan and (d) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness of such documents. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter of this opinion. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Amended 2015 Plan, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

ONE FREEDOM SQUARE, RESTON TOWN CENTER, 11951 FREEDOM DRIVE, RESTON, VA 20190-5656 T: (703) 456-8000 F: (703) 456-8100 WWW.COOLEY.COM



Iridium Communications Inc.
May 18, 2017
Page Two

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Brian F. Leaf

Brian F. Leaf

ONE FREEDOM SQUARE, RESTON TOWN CENTER, 11951 FREEDOM DRIVE, RESTON, VA 20190-5656 T: (703) 456-8000 F: (703) 456-8100 WWW.COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Iridium Communications Inc. Amended and Restated 2015 Equity Incentive Plan of our reports dated February 23, 2017, with respect to the consolidated financial statements of Iridium Communications Inc., and the effectiveness of internal control over financial reporting of Iridium Communications Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

McLean, Virginia
May 18, 2017

/s/ Ernst & Young LLP