

IRIDIUM COMMUNICATIONS INC.

Reported by
DESCH MATTHEW J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/05/18 for the Period Ending 03/01/18

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|-------------|--|
| Address | 1750 TYSONS BOULEVARD SUITE 1400 MCLEAN, VA, 22102 |
| Telephone | 301-571-6200 |
| CIK | 0001418819 |
| Symbol | IRDM |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| DESCH MATTHEW J | | | Iridium Communications Inc. [IRDM] | | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O IRIDIUM COMMUNICATIONS INC., 1750 TYSONS BOULEVARD, SUITE 1400 | | | 3/1/2018 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| MCLEAN, VA 22102 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |
| Common Stock | 3/1/2018 | | F (1) | | 12388 | D | \$11.85 | 674632 | D | |
| Common Stock | 3/1/2018 | | A | | 46634 (2) | A | \$0.00 | 721266 | D | |
| Common Stock | 3/1/2018 | | F (3) | | 7018 | D | \$11.85 | 714248 | D | |
| Common Stock | 3/1/2018 | | A | | 50632 (4) | A | \$0.00 | 764880 | D | |
| Common Stock | 3/4/2018 | | A | | 71523 (5) | A | \$0.00 | 836403 | D | |
| Common Stock | 3/4/2018 | | F (6) | | 29203 | D | \$11.50 | 807200 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|------------------------------|---|--|-----|--|--------------------|--|-------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- The transaction reported represents the withholding of shares by the issuer to satisfy the reporting person's tax withholding obligations in connection with the non-reportable vesting and settlement of restricted stock units.
- These shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer. Of the shares underlying this restricted stock award, one-half vested on March 1, 2018 and the remainder will vest on March 1, 2019, subject to the reporting person's continuous service with the issuer as of the vesting date.
- The transaction reported represents the withholding of shares by the issuer to satisfy the reporting person's tax withholding obligations in connection with the vesting and settlement of the restricted stock unit award reported in footnote (2) herein.
- These shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer. Of the shares underlying this restricted stock unit award, 25% shall vest on March 1, 2019 and the remainder shall vest in equal quarterly installments thereafter on each June 1, September 1, December 1 and March 1, so that all shares of common stock shall be vested as of March 1, 2022, subject to the reporting person's continuous service with the issuer as of each such vesting date.
- Represents the vested portion of a performance-based restricted stock unit award based on the issuer's satisfaction of certain performance criteria. In light of the performance-based vesting conditions of the award, such award was not reportable under Section 16 until vesting was determined, which occurred on March 4, 2018.
- The transaction reported represents the withholding of shares by the issuer to satisfy the reporting person's tax withholding obligations in connection with the vesting and settlement of the restricted stock unit award reported in footnote (5) herein.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DESCH MATTHEW J C/O IRIDIUM COMMUNICATIONS INC. 1750 TYSONS BOULEVARD, SUITE 1400 MCLEAN, VA 22102 | X | | Chief Executive Officer | |

Signatures/s/Brian Leaf, Attorney-in-Fact3/5/2018

**Signature of Reporting Person

Date

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

* 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).

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

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