

# PENDRELL CORP

Reported by  
**MCCAW CRAIG**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/04/17 for the Period Ending 03/31/17

Address	2300 CARILLON POINT KIRKLAND, WA 98033
Telephone	(425) 278-7100
CIK	0001359555
Symbol	PCO
SIC Code	4812 - Radiotelephone Communications
Fiscal Year	12/31

# FORM 4

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

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[ ] 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 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)		
<b>MCCAW CRAIG</b>			<b>Pendrell Corp [ PCO ]</b>			<input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 150px;"><input type="checkbox"/> Other (specify below)</span>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>2300 CARILLON POINT</b>			<b>3/31/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>KIRKLAND, WA 98033</b>						<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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	4/1/2017	3/31/2017	A		9615 (1)	A	\$6.50	130282	D	
Class A Common Stock								233972	I	By: Eagle River, Inc. (2)
Class A Common Stock								2069603	I	By: Eagle River Satellite Holdings, LLC (3)
Class A Common Stock								1793265	I	By: Eagle River Partners, LLC (4)
Class B Common Stock								4436000	I	By: Eagle River Satellite Holdings, LLC (3)
Class A Common Stock								300000	I	By: Eagle River Investments, LLC (5)

**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:**

- (1) Represents shares issued to the reporting person as compensation for board service provided for the quarter ended March 31, 2017.
- (2) The Reporting Person is the sole shareholder of Eagle River, Inc.
- (3) The Reporting Person is the sole manager and beneficial member of Eagle River Investments, LLC ("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, the Issuer's securities beneficially owned by ERSH. The Reporting Person disclaims ownership of the Issuer's securities beneficially owned by ERSH, except to the extent of any pecuniary interest.
- (4) The Reporting Person is the beneficial member of Eagle River Partners, LLC ("ERP"), and as such may be deemed to share the power to 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.

- ( The Reporting Person is 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  
5) 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.

**Reporting Owners**

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

**Signatures**

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

4/4/2017

\*\*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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