Pendrell Corp Form 3 May 27, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Pendrell Corp [PCO] À Richardson Scott Gardner (Month/Day/Year) 05/19/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 2300 CARILLON POINT (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person (give title below) (specify below) KIRKLAND, WAÂ 98033 Form filed by More than One VP & Chief Product Officer Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Class A Common Stock D Â 142,294 (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership	
((Instr. 4)		Price of	Derivative	(Instr. 5)	
	Date Exercisable Expir Date		Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect		

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	08/24/2013(2)	08/24/2022	Class A Common Stock	243,750	\$ 1.21	D	Â
Employee Stock Option (Right to Buy)	08/15/2013(3)	08/15/2022	Class A Common Stock	225,000	\$ 1.24	D	Â
Employee Stock Option (Right to Buy)	02/28/2015(4)	02/24/2024	Class A Common Stock	250,000	\$ 1.52	D	Â
Restricted Stock Unit Award	08/24/2013(5)	08/24/2022	Class A Common Stock	30,469	\$ 0 (6)	D	Â
Restricted Stock Unit Award	08/24/2012(7)	08/24/2016	Class A Common Stock	20,312	\$ 0 (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Richardson Scott Gardner 2300 CARILLON POINT KIRKLAND, WA 98033	Â	Â	VP & Chief Product Officer	Â		

Signatures

/s/ Timothy M. Dozois, Attorney-in-Fact 05/23/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Includes 75,000 shares of restricted stock that are subject to vesting conditions as established by the Compensation Committee of the Issuer's Board of Directors.
- (2) 25% of the options vest on each of August 24, 2013, August 24, 2014, August 24, 2015 and August 24, 2016, subject to the continued employment of the Reporting Person through such dates.
- (3) 25% of the options vest on each of August 15, 2013, August 15, 2014, August 15, 2015 and August 15, 2016, subject to the continued employment of the Reporting Person through such dates.
- (4) 25% of the options vest on each of February 28, 2015, February 28, 2016, February 28, 2017 and February 28, 2018, subject to the continued employment of the Reporting Person through such dates.
- (5) 10,156 restricted stock units vest on August 24, 2014, 10,156 restricted stock units vest on August 24, 2015 and 10,157 restricted stock units vest on August 24, 2016, subject to the continued employment of the Reporting Person through such dates.
- (6) Converts into Class A Common Stock on a one-for-one basis upon vesting.

Reporting Owners 2

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(7) The restricted stock units will vest when the average closing share price of the Issuer's Class A Common Stock for any 60 consecutive calendar days, as reported on Nasdaq, is \$3.00 or higher, subject to the continued employment of the Reporting Person through such date.

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.