

Pendrell Corp
Form 4/A
December 01, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MIKLES LEE E

(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)
11/23/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
11/28/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------|---|--------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 11/23/2016 | | S | | 5,500 | D | \$ 6.4025 <u>(3)</u> | 7,000 | I | By revocable trust |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 11/25/2016 | | S | | 5,000 | D | \$ 6.4227 <u>(4)</u> | 2,000 | I | By revocable trust |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 11/28/2016 | | S | | 2,000 | D | \$ 6.3901 <u>(5)</u> | 0 | I | By revocable trust |
| Class A Common | | | | | | | | 111,257 <u>(6)</u> | D | |

| | | | | | | | |
|---|--|--|--|-----------------------|---|--|---|
| Stock | | | | | | | |
| Class A Common Stock | | | | 12,579 ⁽⁷⁾ | I | | By spouse |
| Class A Common Stock ⁽⁸⁾ | | | | 8,610 | I | | By trust for the benefit of children |
| Class A Common Stock | | | | 1,000 | I | | By trust for the benefit of daughter |
| Class A Common Stock | | | | 100 | I | | By custodial account for the benefit of son |

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.

SEC 1474
(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | President and CEO | |

MIKLES LEE E
2300 CARILLON POINT
KIRKLAND, WA 98033

Signatures

/s/ Timothy M. Dozois,
Attorney-in-Fact

12/01/2016

__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).

(1) The transaction was inadvertently reported on Form 4 filed on November 28, 2016 as a sale of shares from the reporting person's direct holdings rather than from the Lee E. Mikles Revocable Trust.

In Forms 4 filed on March 13, 2015, March 18, 2015 and June 16, 2015, ownership of 125,000 pre-split shares of Class A Common Stock (rather than 161,100 shares) should have been attributed to Mr. Mikles' revocable trust. Ownership of an additional 36,100 pre-split shares of Class A Common Stock should have been attributed to the trust for the benefit of Mr. Mikles' children.

(3) Represents the weighted average sales price. The highest price at which shares were sold was \$6.45212 and the lowest price at which shares were sold was \$6.375703. The reporting person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the issuer or its shareholders, full information regarding the number of shares purchased or sold at each separate price.

(4) Represents the weighted average sales price. The highest price at which shares were sold was \$6.435187 and the lowest price at which shares were sold was \$6.40387. The reporting person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the issuer or its shareholders, full information regarding the number of shares purchased or sold at each separate price.

(5) Represents the weighted average sales price. The highest price at which shares were sold was \$6.4262 and the lowest price at which shares were sold was \$6.354. The reporting person undertakes to provide upon request to the staff of the Securities and Exchange Commission, the issuer or its shareholders, full information regarding the number of shares purchased or sold at each separate price.

(6) Includes 7,941 shares of Class A Common Stock held in the reporting person's individual retirement account.

(7) Includes 230 shares of Class A Common Stock held in the individual retirement account of the reporting person's spouse.

(8) In Forms 4 filed on March 13, 2015, March 18, 2015 and June 16, 2015, ownership of 86,100 pre-split shares of Class A Common Stock (rather than 50,000 shares) should have been attributed to the trust for the benefit of Mr. Mikles' children. Ownership of 36,100 pre-split shares of Class A Common Stock was inadvertently attributed to Mr. Mikles' revocable trust.

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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