

Pendrell Corp
Form 5
February 11, 2015

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Interim President and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

Table 1 - 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock ⁽¹⁾	Â	Â	3	Â Â Â Â	Â	I	By trust
Class A Common Stock ⁽⁴⁾	Â	Â	3	Â Â Â Â	Â	I	By spouse
Class A Common Stock ⁽⁵⁾	Â	Â	3	Â Â Â Â	Â	I	By trust for benefit of daughter

Class A
Common
Stock ⁽⁶⁾

A

A

3

A

A

A

A

I

By
custodial
account for
benefit of
son

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

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(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. of of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIKLES LEE E 2300 CARILLON POINT KIRKLAND, WA 98033	X		Interim President and CEO	

Signatures

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

02/11/2015

**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) Represents 125,000 shares of Class A Common Stock owned by a trust for the benefit of the reporting person on April 10, 2014, the date on which the reporting person became a director of Pendrell Corporation.
- (2) The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (3)

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This holding was inadvertently omitted from the reporting person's original Form 3 and also from three Forms 4 filed by the reporting person after his original Form 3 was filed.

- (4) Represents 112,300 shares of Class A Common Stock owned by the reporting person's spouse on April 10, 2014, the date on which the reporting person became a director of Pendrell Corporation.
- (5) Represents 10,000 shares of Class A Common Stock owned by a trust for the benefit of the reporting person's daughter on April 10, 2014, the date on which the reporting person became a director of Pendrell Corporation.
- (6) Represents 1,000 shares of Class A Common Stock owned in a custodial account for the benefit of the reporting person's son on April 10, 2014, the date on which the reporting person became a director of Pendrell Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.