Pendrell Corp Form 8-K October 21, 2011

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

## Form 8-K

### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 10/17/2011

## PENDRELL CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number: 001-33008

Delaware (State or other jurisdiction of incorporation) 98-0221142 (IRS Employer Identification No.)

**2300 Carillon Point, Kirkland, Washington 98033** (Address of principal executive offices, including zip code)

(425) 278-7100

(Registrant s telephone number, including area code)

ICO GLOBAL COMMUNICATIONS (HOLDINGS) LIMITED (Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 8.01. Other Events

Joseph Siino, the Chief IP Officer for Pendrell Corporation, has entered into a Programmed Plan of Transactions under Rule 10b5-1 of the Securities Exchange Act of 1934 for the purpose of providing liquidity to cover Mr. Siino's tax liabilities resulting from the delivery of shares issued to Mr. Siino in connection with Pendrell Corporation's acquisition of Ovidian Group, LLC.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PENDRELL CORPORATION

Date: October 21, 2011

By: /s/ Timothy M. Dozois

Timothy M. Dozois Corporate Counsel and Secretary

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# 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. Transacti Code (Instr. 8)	5. Number of ionDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Buy Stock Option	\$ 20.365	06/04/2014		М		13,333	06/01/2012	10/21/2015	Common Stock	13,333
Restricted Stock	\$ 0 <u>(1)</u>						07/15/2011	08/15/2015	Common Stock	9,510
Restricted Stock	<u>(2)</u>						07/15/2012	08/15/2015	Common Stock	7,700
Restricted Stock	\$ 0						07/15/2012	08/15/2016	Common Stock	9,000
Restricted Stock	\$ 0						07/15/2013	08/15/2016	Common Stock	9,375

Restricted Stock	\$ 0 <u>(1)</u>	07/15/2014	08/15/2018	Common Stock	5,000
Restricted Stock	\$ 0 <u>(3)</u>	07/15/2015	08/15/2015	Common Stock	17,000
Restricted Stock	\$ 0 <u>(4)</u>	07/15/2015	08/15/2016	Common Stock	10,000
Restricted Stock	\$ 0 <u>(1)</u>	07/15/2010	08/15/2014	Common Stock	2,720

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PALMER KAY J 615 J.B. HUNT CORPORATE DRIVE LOWELL, AR 72745				EVP, Chief Information Officer		
Signatures						
/s/ Debbie Willbanks, Attorney-in-Fact f Palmer	06/06/2014					
**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).
- The Restricted Stock Award, approved by the Company's Compensation Committee, vests over a five-year period. There is no purchase(1) price required by the recipient in connection with this award. Termination of the recipient's employment with the Company for any reason other than death or disability shall result in forfeiture of the award on the date of termination.
- The Restricted Stock Award, approved by the Company's Compensation Committee, vests over a four-year period. There is no purchase(2) price required by the recipient in connection with the award. Termination of recipient's employment with the Company for any reason other than death or disability shall result in forfeiture of the awards on the date of termination.
- The Restricted Stock award, approved by the Company's Compensation Committee, vests over an eight-year period. There is no purchase(3) price required by the recipient in connection with this award. Termination of the recipient's employment for any reason other than death or disability shall result in forfeiture of the award on the date of termination.
- The Restricted Stock Award, approved by the Company's Compensation Committee and Board of Directors, vests over a three-year(4) period. There is no purchase price required by the recipient in connection with the award. Termination of the recipient's employment with the Company for any reason other than death or disability shall result in forfeiture of the award on the date of termination.

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.