

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

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Richardson Scott Gardner		(Month/Day/Year)	Pendrell Corp [PCO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2300 CARILLON POINT				
(Street)			(Check all applicable)	
KIRKLAND,Â WAÂ 98033			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP & Chief Product Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	142,294 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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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			
	Director	10% Owner	Officer	Other
Richardson Scott Gardner 2300 CARILLON POINT KIRKLAND, WA 98033	Â	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.

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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.

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