

Pendrell Corp  
Form 8-K  
June 19, 2015

**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): June 17, 2015**

**PENDRELL CORPORATION**  
**(Exact Name of Registrant as Specified in its Charter)**

**Washington**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-33008**  
**(Commission**  
  
**File Number)**  
**2300 Carillon Point**

**98-0221142**  
**(IRS Employer**  
  
**Identification #)**

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**Kirkland, Washington 98033**

**(Address of Principal Executive Offices) (Zip Code)**

**(425) 278-7100**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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 5.07 Submission of Matters to a Vote of Security Holders.**

Pendrell Corporation (the Company) held its annual meeting of shareholders on June 17, 2015. At the meeting, the shareholders of the Company (i) elected the persons listed below to serve as directors of the Company, (ii) approved an advisory (non-binding) resolution on executive compensation; (iii) approved an amendment to the Company's Articles of Incorporation designating Washington as the exclusive forum for adjudicating certain intra-corporate disputes; (iv) ratified the Company's Tax Benefits Preservation Plan; and (v) ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015. Set forth below are the voting results for each of these proposals:

**Proposal 1 Election of Directors.**

| <b>Director Nominee</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------------|-----------------------|-------------------------|
| Richard P. Emerson      | 596,134,993      | 2,779,040             | 22,973,353              |
| Nicolas Kauser          | 527,623,181      | 71,290,852            | 22,973,353              |
| Craig O. McCaw          | 591,529,635      | 7,384,398             | 22,973,353              |
| Lee E. Mikles           | 593,829,545      | 5,084,488             | 22,973,353              |
| R. Gerard Salemme       | 591,529,960      | 7,384,073             | 22,973,353              |
| Stuart M. Sloan         | 591,517,537      | 7,396,496             | 22,973,353              |
| H. Brian Thompson       | 584,497,600      | 14,416,433            | 22,973,353              |

**Proposal 2 Approval of an advisory (non-binding) resolution on executive compensation.**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|------------------------|-------------------------|
| 551,102,059      | 47,795,270           | 16,704                 | 22,973,353              |

**Proposal 3 Approval of Articles of Amendment to the Articles of Incorporation designating Washington as the exclusive forum for adjudicating certain intra-corporate disputes.**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|------------------------|-------------------------|
| 546,083,919      | 52,814,621           | 15,493                 | 22,973,353              |

**Proposal 4 Ratification of Tax Benefits Preservation Plan.**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|------------------------|-------------------------|
| 582,633,878      | 16,279,114           | 1,041                  | 22,973,353              |

**Proposal 5 Ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|------------------------|-------------------------|
| 620,334,966      | 1,441,837            | 110,583                | 0                       |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Articles of Amendment to the Articles of Incorporation of Pendrell Corporation |
| 3.2         | Amendment No. 1 to the Bylaws of Pendrell Corporation                          |

**SIGNATURE**

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**

By: /s/ Timothy M. Dozois  
Timothy M. Dozois

Corporate Counsel and Corporate  
Secretary

Dated: June 19, 2015

**Index to Exhibits**

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